UNITED STATES DISTRICT COURT DISTRICT OF MASSACHUSETTS

ROSENBAUM CAPITAL LLC, On Behalf of Itself and All Others Similarly Situated,)))
Plaintiff,))
V.) No. CIV. A. 05-11165-WGY
BOSTON COMMUNICATIONS GROUP, INC., KAREN A. WALKER and EDWARD H. SNOWDEN,)))
Defendants.)))

DECLARATION OF CLARK W. PETSCHEK IN SUPPORT OF DEFENDANTS' MOTION TO DISMISS THE AMENDED CLASS ACTION COMPLAINT

- I, Clark W. Petschek, hereby declare:
- 1. I am an attorney associated with the law firm of Wilmer Cutler Pickering Hale and Dorr LLP, counsel of record to defendants Boston Communications Group, Inc. ("BCGI"), Karen A. Walker and Edward H. Snowden (the "Individual Defendants"). I am a member in good standing of the Bar of the Commonwealth of Massachusetts, and I submit this Declaration in connection with Defendants' Memorandum in Support of Their Motion to Dismiss the Amended Class Action Complaint, filed herewith.
- 2. Submitted herewith as a separate volume as Exhibit 1 is a true and correct chart of each challenged statement quoted in the Amended Complaint along with the context of cautionary language in which it was made. The limited language plaintiff quotes is highlighted in blue. The cautionary language omitted from the Amended Complaint is highlighted in red.

- 3. Attached hereto as Exhibit 2 are true and correct copies of excerpts from BCGI's Form 10-Q for the quarterly period ending March 31, 2000, filed on May 12, 2000.
- 4. Attached hereto as Exhibit 3 are true and correct copies of excerpts from BCGI's Form 10-Q for the quarterly period ending March 31, 2005, filed on May 10, 2005.
- 5. Attached hereto as Exhibit 4 is a true and correct copy of the September 1, 2005 Order of Judgment against BCGI in *Freedom Wireless, Inc. v. Boston Communications Group, Inc. et al.*, No. 00-12234 (D. Mass.).
- 6. Attached hereto as Exhibit 5 is a true and correct copy of the October 13, 2005

 Order denying Freedom Wireless' Motion of Attorneys Fees and Enhanced Damages in *Freedom Wireless, Inc. v. Boston Communications Group, Inc., et al.*, No. 00-12234 (D. Mass.).
- 7. Attached hereto as Exhibit 6 is a true and correct copy of BCGI's Notice of Appeal to the Federal Circuit, filed on October 20, 2005 in *Freedom Wireless, Inc. v. Boston Communications Group, Inc. et al.*, No. 00-12234 (D. Mass.).
- 8. Attached hereto as Exhibit 7 are true and correct copies of excerpts from BCGI's Form 10-Q for the quarterly period ending June 30, 2002, filed on August 14, 2002.
- 9. Attached hereto as Exhibit 8 are true and correct copies of excerpts from BCGI's 3rd Quarter 2002 Earnings Conference Call, conducted on October 22, 2002.
- Attached hereto as Exhibit 9 is a true and correct copy of BCGI's October 22,
 2002 press release.
- 11. Attached hereto as Exhibit 10 are true and correct copies of excerpts from BCGI's Form 10-Q for the quarterly period ending September 30, 2002, filed on November 14, 2002.
- Attached hereto as Exhibit 11 are true and correct copies of excerpts from BCGI's
 4th Quarter and Full Year 2002 Earnings Conference Call, conducted on February 5, 2003.

- 13. Attached hereto as Exhibit 12 are true and correct copies of excerpts from BCGI's Form 10-K for the annual period ending December 31, 2002, filed on March 27, 2003.
- 14. Attached hereto as Exhibit 13 is a true and correct copy of BCGI's April 16, 2003 press release.
- 15. Attached hereto as Exhibit 14 are true and correct copies of excerpts from BCGI's 1st Quarter 2003 Earnings Conference Call, conducted on April 16, 2003.
- 16. Attached hereto as Exhibit 15 are true and correct copies of excerpts from BCGI's Form 10-Q for the quarterly period ending March 31, 2003, filed on May 15, 2003.
- 17. Attached hereto as Exhibit 16 are true and correct copies of excerpts from BCGI's 2nd Quarter 2003 Earnings Conference Call, conducted on July 16, 2003.
- 18. Attached hereto as Exhibit 17 are true and correct copies of excerpts from BCGI's Form 10-Q for the quarterly period ending June 30, 2003, filed on August 14, 2003.
- 19. Attached hereto as Exhibit 18 are true and correct copies of excerpts from BCGI's 3rd Quarter 2003 Earnings Conference Call, conducted on October 15, 2003.
- 20. Attached hereto as Exhibit 19 are true and correct copies of excerpts from BCGI's Form 10-Q for the quarterly period ending September 30, 2003, filed on November 14, 2003.
- 21. Attached hereto as Exhibit 20 are true and correct copies of excerpts from BCGI's 4th Quarter and Annual Earnings Call, conducted on February 3, 2004.
- 22. Attached hereto as Exhibit 21 are true and correct copies of excerpts from BCGI's Form 10-K for the annual period ending December 31, 2003, filed on March 9, 2004.
- 23. Attached hereto as Exhibit 22 are true and correct copies of excerpts from BCGI's Form 10-Q for the quarterly period ending March 31, 2004, filed on May 10, 2004.

- 24. Attached hereto as Exhibit 23 are true and correct copies of excerpts from BCGI's Form 10-Q for the quarterly period ending June 30, 2004, filed on August 9, 2004.
- 25. Attached hereto as Exhibit 24 are true and correct copies of excerpts from BCGI's 3rd Quarter Earnings Conference Call, conducted on October 20, 2004.
- 26. Attached hereto as Exhibit 25 are true and correct copies of excerpts from BCGI's Form 10-Q for the quarterly period ending September 30, 2004, filed on November 9, 2004.
- 27. Attached hereto as Exhibit 26 are true and correct copies of excerpts from BCGI's 4th Quarter Earnings Conference Call, conducted on February 1, 2005.
- 28. Attached hereto as Exhibit 27 are true and correct copies of excerpts from BCGI's Form 10-K for the annual period ending December 31, 2004, filed on March 16, 2005.
- 29. Attached hereto as Exhibit 28 are true and correct copies of the Forms 4 filed with the Securities and Exchange Commission on behalf of Edward H. Snowden that identify the BCGI shares purchased, sold or vested during the Class Period.
- 30. Attached hereto as Exhibit 29 are true and correct copies of the Forms 4 filed with the Securities and Exchange Commission on behalf of Karen A. Walker that identify the BCGI shares purchased, sold or vested during the Class Period.
- 31. Attached hereto as Exhibit 30 are true and correct copies of excerpts from BCGI's Form 14A Proxy Statement, filed on April 19, 2002.
- 32. Attached hereto as Exhibit 31 are true and correct copies of excerpts from BCGI's Form 14A Proxy Statement, filed on April 20, 2004.
- 33. Attached hereto as Exhibit 32 are true and correct copies of excerpts from BCGI's Form 14A Proxy Statement, filed on April 25, 2005.

- 34. Attached hereto as Exhibit 33 is a true and correct copy of the April 8, 2003 Order granting Freedom Wireless' Motion to Compel Airtouch Communications, Bell Atlantic Mobile and Cellco Partnership to Produce Advice Contradicting or Casting Doubt on Darby & Darby's Unenforceability Opinion in *Freedom Wireless, Inc. v. Boston Communications Group, Inc., et al.*, No. 00-12234 (D. Mass.).
- 35. Attached hereto as Exhibit 34 are true and correct copies of the pre-existing Stock Trading Plans under 17 C.F.R. § 240.10b5-1, pursuant to which they made sales during the Class Period.

I declare under penalty of perjury under the laws of Massachusetts that the foregoing is true and correct.

Executed this 2nd day of December 2005, at Boston, Massachusetts.

/s/ Clark W. Petschek
Clark W. Petschek

Exhibit 1 to Declaration of Clark W. Petschek In Support

of Defendants' Motion to Dismiss the Amended Class Action Complaint

Defendants' Allegedly Fraudulent Class Period Statements*

are highlighted in blue. Defendants' cautionary language omitted from the Amended Complaint is highlighted in red. The statements contained herein are excerpts from defendants' statements during the Class Period that are identified in the Amended Complaint. The statements plaintiff quotes

8/14/02 10-Q

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited Amen
10-Q for the quarterly period	8/14/02	2	This Quarterly Report contains forward-looking statements that involve risks and uncertaintiesThe Company's actual results may differ significantly from the results discussed in the forward-looking statements	(Blue
ending June 30, 2002			Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believes," "anticipates," "plans," "expects," "intends," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.	
			There are a number of important factors that could cause actual events or the Company's actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk" of this Quarterly Report on Form 10-Q. The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. The Company does not assume any obligation to update any forward-looking statements made herein.	
			NOTES TO CONSOLIDATED FINANCIAL STATEMENT	
		w	Special Charges	
			In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, the Company recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by the Company's outside counsel to be incurred in the defense of a patent infringement suit brought by Freedom Wireless. There can be no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed the Company's estimate. The Company believes that the claims made by Freedom Wireless are without merit and is vigorously defending the action.	¶57
		∞	Contingencies – Legal	
			In March, 2000, a suit was filed by Freedom Wireless, Inc. in the United States District Court for the Northern District of California against the Company and a number of wireless carriers, including customers and former customers of the Company. Upon motion by the Company, the suit was transferred to the United States District Court in Massachusetts in October, 2000 and is pending in that court. The suit alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks injunctive relief and damages in an unspecified amount. The Company has an obligation to indemnify the other defendants for the damages they may incur with respect to any infringement. The suit is currently in the discovery phase. The Company does not believe it infringes these patents and believes it has meritorious defenses to the action.	¶59

Document	Date Filed/ Disclosed	Page	Disclosure(s)
			From time to time, as a normal incidence of the nature of our business, various claims, charges and litigation are asserted or commenced against us arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, we can give no assurance that we will prevail
			MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
		14	Legal Costs
			The Company accrues costs of settlements, damages and, under certain conditions, costs of defense when such costs are probable and estimable; otherwise, such costs are expensed as incurred. As discussed in Note 2 to the Consolidated Financial Statements, the Company has accrued its best estimate of the probable costs of current litigation. The estimate has been developed in consultation with the Company's outside counsel who are handling the cases. There can be no assurances that the Company's expenses will not exceed the Company's estimate.
		15	 Certain Factors That May Affect Future Results
			The Company's success and ability to compete is dependent in part upon its proprietary technology and its ability to protect such technology. The Company continues to defend its proprietary technology against patent infringement litigation, including the Freedom Wireless lawsuit. There can be no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed the Company's estimate. If the Company is found to infringe on the Freedom Wireless patent or if other patent infringement judgments are entered against the Company or unauthorized copying and misuse of the Company's technology were to occur to any substantial degree, the Company's business, financial condition and results of operations would be materially adversely affected.
		18	Legal Proceedings
			In March 2000, a suit was filed by Freedom Wireless, Inc. in the United States District Court for the Northern District of California against the

	Document
	Date Filed/ Disclosed
	Page
was transferred to the United States District Court in Massachusetts in October, 2000 and is pending in that court. The suit alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks injunctive relief and damages in an unspecified amount. The Company has indemnification obligations with respect to the other defendants. The suit is currently in the discovery phase. The Company does not believe that it infringes these patents and believes that it has meritorious defenses to the action.	Disclosure(s)
¶59	Cited in Amended Complaint (Blue Text)

10/22/02 Conf. Call

Document 2rd Ot. 2002	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
3" Qtr 2002 Conference Call	10/22/02	2	I would also like to caution everyone that today's call discusses Boston Communication Group's business outlook, and may contain forward-looking statements. Particular forward-looking statements and all of the statements that may be made on this earnings call that are not historical facts are subject to a number of risks and uncertainties, and actual results may differ materially. Please refer to the Safe Harbor statement in today's press release and all filings with the SEC for more information on facts that could cause actual results to differ.	
		2	As we mentioned in today's release, because of additional unforeseen delays in the discovery timeframe for the Freedom Wireless lawsuit and the entry of the district court scheduling order, this detailed the timeline for Discovery and summary judgment motions, we have changed the manner by which we accrued for these legal costs going forward.	¶60
			This new treatment does not reflect any change in our position on the case, and we remain confident that we do not infringe on the Freedom Wireless patent. And that the patents are invalid in light of prior art.	
			Again, I can't reiterate enough our counsel and we feel very strongly about our case. Our position has not changed one bit, in that regard.	

11/14/02 10-Q

						quarterly period ending September 30, 2002		Document
						11/14/02	Disclosed	Date Filed/
		8-9				2		Page
In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, the Company recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by the Company's outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable discovery process, which has made it difficult to reasonably estimate legal costs in the suit, the Company has decided to account for Freedom Wireless legal costs as incurred in the future rather than accrue the entire amount of such costs when they become probable. This accounting treatment had no impact on the third quarter of 2002. However, beginning in the fourth quarter of 2002, the Company expects to generate quarterly after tax charges of approximately	In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of wireless carriers. The suit alleges the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief, which could significantly restrict the Company's ability to conduct its business if the Company is found to have infringed the Freedom Wireless patents. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement. The suit is currently in the discovery phase. The Company does not believe that it infringes these patents and believes that it has meritorious defenses to the action.	Contingencies – Legal	NOTES TO CONSOLIDATED FINANCIAL STATEMENTS	There are a number of important factors that could cause actual events or the Company's actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Notes To Consolidated Financial Statements", "Management's Discussion and Analysis of Financial Condition and Results of Operation", "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk" in this Quarterly Report on Form 10-Q. The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. The Company does not assume any obligation to update any forward-looking statements made herein.	Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believes," "anticipates," "plans," "expects," "intends," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.	This Quarterly Report contains forward-looking statements that involve risks and uncertainties, including without limitation, statements regarding the prepaid subscriber base after tax charges for legal costs associated with the Freedom Wireless suit The Company's actual results may differ significantly from the results discussed in the forward-looking statements.		Disclosure(s)
	¶61						Amended Complaint (Blue Text)	Cited in

cepenses to defend the Freedom Wireless suit until it is resolved. There can be no assurances that the Company's expenses to defend the Freedom Wireless suit until it is resolved. There can be no assurances that the Company's expenses to defend the Freedom Wireless suit until it is resolved. There can be no assurances that the Company's business, financial condition and results of operations would be untertaily adversely affected. From time to time, as a normal incidence of the nature of our business, various claims, charges and hitgation are asserted or commenced against us arising from, or reduct do, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and hitgation, we can give no assurance that we will prevail If the Company accrues costs of sentenents, damages and, under certain conditions, costs of defense when such costs are probable and estimable; otherwise, such costs are expensed as incurred. As discussed in Note 6 of the Consolitated Financial Statements, the Company secretal its best obtained of the probable cost of retains current disgiaton, but is more expensing, gapt costs related to the Freedom Wireless havatit as hearred. Other disgration is still being accounted for under this policy and the related estimate has been developed in consultation with the Company's company for the case. There can be no assurances that the Company's expenses will not exceed the Company's estimates. In addition, in the company is considered to infringement patent infringement linguistion, including the Freedom Wireless lawatit. There can be no assurances that the Company's expenses to defend the proprietary technology against patent infringement linguistion, only its ability to protect such the Company's estimates. In addition, if the Company is company is accorded to consultation obligations to the Company's estimates. In addition, if the Company is considered against the Company's estimates. In addition, in the Company's estimates in the Company's	Document	Date Filed/ Disclosed	Page	Disclosure(s)
				\$550,000 per quarter for legal costs associated with the Freedom Wireless suit until it is resolved. There can be no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed the Company's estimate. If Freedom Wireless were to prevail in the case, the amount of the damages could be substantial and the Company's business, financial condition and results of operations would be materially adversely affected.
				From time to time, as a normal incidence of the nature of our business, various claims, charges and litigation are asserted or commenced against us arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, we can give no assurance that we will prevail
				Legal Costs
			16	The Company accrues costs of settlements, damages and, under certain conditions, costs of defense when such costs are probable and estimable; otherwise, such costs are expensed as incurred. As discussed in Note 6 to the Consolidated Financial Statements, the Company accrued its best estimate of the probable cost of certain current litigation, but is now expensing legal costs related to the Freedom Wireless lawsuit as incurred. Other litigation is still being accounted for under this policy and the related estimate has been developed in consultation with the Company's outside counsel who is handling the case. There can be no assurances that the Company's expenses will not exceed the Company's estimate.
76 				
				Certain Factors That May Affect Future Results
			17	The Company's success and ability to compete is dependent in part upon its proprietary technology and its ability to protect such technology. The Company continues to defend its proprietary technology against patent infringement litigation, including the Freedom Wireless lawsuit. There can be no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed the Company's estimates. In addition, if the Company is found to infringe on the Freedom Wireless patents, the amount of damages and indemnification obligations to the Company's carrier customers would likely be substantial. In addition, an adverse judgment could result in an injunction against the Company or require the Company to alter its prepaid processing methodology. Any of these results would likely have a material adverse effect on the Company's business, financial condition and results of operations. Indeed, if any patent infringement judgments are entered against the Company or unauthorized copying or misuse of the Company's technology were to occur to any substantial degree, the Company's business, financial condition and results of operations could be materially adversely affected.

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Date Filed/ Disclosed				
Page			20	
Disclosure(s)	PART II. OTHER INFORMATION	Legal Proceedings	In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of wireless carriers. The suit alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount and injunctive relief, which could significantly restrict the Company's ability to conduct its business if an unfavorable judgment is reached. The Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement. The suit is currently in the discovery phase. The Company does not believe that it infringes these patents and believes that it has meritorious defenses to the action.	The Company estimates that quarterly after tax expenses to defend this case will be approximately \$550,000 until this matter is resolved. However, there can be no assurances that the Company's expenses will not exceed the Company's estimate. If Freedom Wireless were to prevail in the case, the amount of the damages could be substantial and the Company's business, financial condition and results of operations would be materially adversely affected.
Cited in Amended Complaint (Blue Text)			961	

2/5/03 Conf. Call

	4" Qtr 2002 Conference Call	Document
	2/5/03	Date Filed/ Disclosed
2	2	Page
If the legal costs to defend Freedom Wireless suits continue throughout 2003 we expect the GAAP EPS should range between 52 and 58 cents per share, about triple 2002 GAAP earnings. Note that we expect we will continue to generate quarterly after tax legal charges of approximately 3 cents per share until the Freedom Wireless matter is resolved. I should also note that the timing of the case remains on track and we still expect that summary judgment motions will be submitted during sometime the second quarter of this year. There are no other developments to report and there has been no change to our position in the case. We remain confident that we do not infringe on the Freedom Wireless patents that the patents are invalid in light of prior art.	I'd also like to caution everyone that today's call discusses Boston Communication Group's business outlook and may contain forward-looking statements. Particularly forward-looking statements and all other statements that may be made on this earnings call that are not historical fact are subject to a number of risks and uncertainties, and actual results may differ materially. Please refer to the Safe Harbor statement in today's press release and all filings with the SEC for more information on facts that could cause actual results to differ.	Disclosure(s)
¶62		Cited in Amended Complaint (Blue Text)

3/27/03 10-K

Document	Date Filed/ Disclosed	Page	Disclosure(s)
	Disclosed	70	
Form 10-K for the fiscal year ending December 31, 2002	3/27/03	2	This Annual Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding our continued investment in our payment services business, the expected increase in subscriber base legal expenses for the Freedom Wireless lawsuit, increases in depreciation and amortization expense, decrease in interest income and our income tax rate and increases in capital investments. These statements are based on the beliefs and assumptions of management.
			Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.
			A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Certain Factors That May Affect Future Results," "Quantitative and Qualitative Disclosures About Market Risk" and those set forth in Items 1 and 3 of Part I of this Annual Report on Form 10-K. The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made here.
		11-12	Legal Proceedings
			In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. A ruling that we infringed the Freedom Wireless patents could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement. The suit is still in the discovery phase. We do not believe that we infringe these patents and we believe that we have meritorious defenses to the action.
			We recorded a special charge in the fourth quarter of 2000 of \$2.6 million, in the third quarter of 2001 of \$3.6 million and in the first quarter of 2002 of \$3.3 million, principally to accrue for legal expenses estimated by our outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. The lengthy and unpredictable discovery process has made it difficult for us to reasonably estimate legal costs in this suit. As a result, we are now accounting for Freedom Wireless legal costs as incurred rather than accruing the entire amount of such costs when they become probable. For the fourth quarter of 2002, we recorded \$998,000 in legal charges associated with the Freedom Wireless suit. We also expect to continue to spend up to \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. There can be no assurances that our expenses to defend the Freedom Wireless suit will not exceed our estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial condition and results of operations would be materially adversely affected.

•••	From time to time, as a normal incidence of the nature of our business, various claims, charges and litigation are asserted or commenced against us arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, we can give no assurance that we will prevail Legal Costs Legal Costs We accrue the costs of settlements, damages and, under certain conditions, costs of defense when such costs are probably and estimable; otherwise such costs are expensed as incurred. As discussed in Note 4 to the Consolidated Financial Statements, in 2002 we began expensing legal costs related to the Freedom Wireless lawsuit as incurred due to the lengthy and unpredictable discovery process, which has now made it difficult to reasonably estimate legal costs in the suit. Other litigation will continue to be accounted for in accordance with our accounting policy and the related estimate has been developed in consultation with our outside counsel who is handling the case. We believe that we have recorded an appropriate estimate of anticipated legal expenses, but there can be no assurances that our expenses will not exceed our estimate.	Date Filed/ Page Disclosure(s)
Certain Factors That May Affect Future Results	charges and litigation are asserted or commenced personnel and employment disputes. As to subserved personnel and employment disputes. As to subserved personnel and employment disputes. As to subserved personnel and employment disputes are probably and estimably and extended it did did for in accordance with our accounting policy adding the case. We believe that we have record our expenses will not exceed our estimate.	

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint
			an adverse judgment against us for significant monetary damages;	(Dial and)
			a settlement on unfavorable terms;	
			obligations to other defendants to indemnify them for damages;	
			 obligations to customers for breach of a contractual warranty of noninfringement; or 	
			 a requirement to reengineer our prepaid processing methodology to avoid patent infringement, which would likely result in additional expense and delay. 	
			Notes to Consolidated Financial Statements Years Ended December 31, 2002, 2001 and 2000	
		ì		
		37	The Company accrues the costs of settlements, damages and, under certain conditions, costs of defense when such costs are probable and estimable; otherwise, such costs are expensed as incurred. As discussed in Note 4 to the Consolidated Financial Statements, the Company began to expense legal costs related to the Freedom Wireless lawsuit as incurred due to the lengthy and unpredictable discovery process, which has made it difficult to continue to reasonably estimate legal costs for the suit. Other litigation will continue to be accounted for in accordance with the Company's accounting policy and the related estimate has been developed in consultation with the Company's outside counsel who is handling the case. There can be no assurances that the Company's expenses will not exceed its estimate.	
			COMMITMENTS AND CONTINGENCIES	
		51-52	In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. A ruling that we infringed the Freedom Wireless patents could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement. The suit is still in the discovery phase. The Company does not believe that it infringes they may incur with respect to any infringement.	
			meritorious defenses to the action.	¶63

no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed its estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and the Company's business, financial condition and results of operations would be materially adversely affected.		Document L
Disclosure(s) no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed its estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and the Company's business, financial condition and results of operations would be materially adversely affected.		Date Filed/ Disclosed
Disclosure(s) I the Company's expenses to defend the Freedom Wireless suit will not exceed its estimate. If Freedom Wireless prevails in this of damages could be substantial and the Company's business, financial condition and results of operations would be materially 1.		Page
Cited in Amended Complaint (Blue Text	t the Company's expenses to defer of damages could be substantial an 1.	

4/16/03 Press Release

	Press Release	
	4/16/03	Date Filed/ Disclosed
ω	2	Page
This press release contains, in addition to historical information, forward-looking statements that involve risks and uncertainties including statements regarding earnings per share estimates and estimates of future legal expenses. Such statements are based on management's current expectations and are subject to a number of uncertainties and risks that could cause actual results to differ materially from those indicated by such forward-looking statements. Among the important factors that would cause actual results to differ materially from those indicated by such forward looking statements are the loss of a customer or certain of their markets an unfavorable judgment in the Freedom Wireless suit which could result in substantial damages and could significantly restrict <i>bcgi's</i> ability to conduct business, as well as the other factors that may affect future operating results detailed in <i>bcgi's</i> annual report on Form 10-K for the year ended December 31, 2002 filed with the Securities and Exchange Commission.	During the quarter ended March 31, 2003, the Company incurred \$915,000 in legal costs, or approximately \$0.03 per share after taxes, primarily for the continued defense of the Freedom Wireless patent infringement suit. These costs are in line with previous guidance and are expected to continue at this level until the matter is resolved. There are no developments to report on the case and exact timing of procedures has not been determined. There has also been no change to the Company's position on the case and bcgi remains confident that it does not infringe the Freedom Wireless patents and that the patents are invalid in light of prior art.	Disclosure(s)
	¶64	Cited in Amended Complaint (Blue Text)

4/16/03 Conf. Call

Defendants' Allegedly Fraudulent Class Period Statements

Rosenbaum Capital, LLC v. Boston Communications Group, Inc. et al. NO. CIV. A. 11165-WGY

Document	First Qtr 2003 Conference Call		
Date Filed/ Disclosed	4/16/03		
Page	ы	2	
Disclosure(s)	I'd also like to caution everyone that various remarks that the company may make about the company's future expectations, plans, and prospects constitute forward-looking statements for purposes of the Safe Harbor provisions under the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by these forward-looking statements, as a result of various important factors, including those discussed in the Form 10-K for the year-ended December 31, 2002, which is on file with the SEC. In addition any forward-looking statements represent our views only as of today, April 16 th , 2003, and should not be relied upon as representing our views as of any subsequent date. While we may elect to update forward-looking statements at some point in the future, we specifically disclaim any obligation to do so, even if our estimates change, and therefore you should not rely on these forward-looking statements are representing our views as of any subsequent date to check.	I should note that we remain confident that we do not infringe on the Freedom Wireless patents, and that the patents are invalid in light of [inaudible]. During this year, the court has been conducting procedures which are standard for patent cases, and the completion of these procedures dictate the timing of our summary judgment motion sometime during this quarter and hear the results of those motions at a later date. Although,	this may still happen, there are no firm dates or schedules as to when motions can be filed and then decided upon. Thus although we believe that our case continues to progress well and that there has been no change to our positioning in the case, there are no developments to report at this time.
Cited in Amended Complaint (Blue Text)		¶65	

5/15/03 10-Q

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From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, the Company can give no assurance that it will prevail	Since the timing of ongoing court proceedings is not firmly fixed, the Company expects to continue to spend up to approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. There can be no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed its estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and the Company's business, financial condition and results of operations would be materially adversely affected.	In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. A ruling that the Company infringed the Freedom Wireless patents could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. The suit is still in the discovery phase. The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art in addition to other meritorious defenses to the action.	Legal	Contingencies	Disclosure(s)
		¶66			Cited in Amended Complaint (Blue Text)

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17-19	16	10	d Page
We accrue the costs of settlements, damages and, under certain conditions, costs of defense when such costs are probable and estimable; otherwise, such costs are expensed as incurred. As discussed in Note 2 to the Condensed Consolidated Financial Statements, we are expensing legal costs related to the Freedom Wireless lawsuit as incurred due to the lengthy and unpredictable discovery process, which has made it difficult to reasonably estimate legal costs in the suit. Other litigation will continue to be accounted for in accordance with our accounting policy and the related estimate has been developed in consultation with our outside counsel who is handling the case. We believe that we have recorded an appropriate estimate of anticipated legal expenses, but there can be no assurances that our expenses will not exceed our estimate. Certain Factors That May Affect Future Results An unfavorable judgment in the Freedom Wireless lawsuit or any other lawsuit would have a material impact on our business. In March 2000, Freedom Wireless filed a suit against us and a number of wireless carriers claiming that we and the other defendants infringe a patent of Freedom Wireless in an unspecified amount. In addition, we are contractually obligated to indemnify the other defendants for any damages that they incur as a result of any infringement by our technology	Legal Costs	MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS Overview We are currently a defendant in a federal lawsuit commenced by Freedom Wireless alleging we and several wireless carriers infringe two Freedom Wireless patents. A ruling that we infringe these patents could significantly restrict our ability to conduct business and would obligate us to indemnify other defendants in this lawsuit. During the quarter ended March 31, 2003, we incurred \$915,000 in legal costs, or approximately \$0.03 per share after taxes, primarily for the continued defense of the Freedom Wireless patent infringement suit. These costs are in line with previous guidance and are expected to continue at this level until the matter is resolved. The timing of ongoing court proceedings is not firmly fixed. While we cannot predict the outcome of this case or estimate when the matter might be resolved, we remain confident that we do not infringe the Freedom Wireless patents and that the patents are invalid in light of prior art.	Disclosure(s) Co (Bi
			Cited in Amended Complaint (Blue Text)

Rosenbaum Capital, LLC v. Boston Communications Group, Inc. et al. NO. CIV. A. 11165-WGY Defendants' Allegedly Franchischt Class Pariod Statement

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Disclosure(s)	The suit is currently in the discovery phase, and we cannot yet assess our potential liability. Our failure to prevail in this matter would have any or all of the following significant adverse effects on our business, financial condition and results of operations:	 injunctive relief against us, which could significantly restrict our ability to conduct our business; 	 an adverse judgment against us for significant monetary damages; 	a settlement on unfavorable terms;	 obligations to the other defendants to indemnify them for damages; 	 obligations to customers for breach of a contractual warranty of non infringement; or 	 a requirement to reengineer our prepaid processing methodology to avoid patent infringement, which would likely result in additional expense and delay. 	
Cited in Amended Complaint (Blue Text)								

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Page			22-23	
Disclosure(s)	PART II. OTHER INFORMATION	Legal Proceedings	In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. A ruling that we infringed the Freedom Wireless patents could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by our technology. The suit is still in the discovery phase. We do not believe that we infringe these patents and we believe that we have meritorious defenses to the action.	We recorded special charges in the fourth quarter of 2000 of \$2.6 million, in the third quarter of 2001 of \$3.6 million and in the first quarter of 2002 of \$3.3 million, principally to accrue for legal expenses estimated by our outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. The lengthy and unpredictable discovery process has made it difficult for us to reasonably estimate legal costs in this suit. As a result, we are now accounting for Freedom Wireless legal costs as incurred rather than accruing the entire amount of such costs when they become probable. During the fourth quarter of 2002 we recorded \$998,000 and in the first quarter of 2003 we recorded \$915,000, primarily in legal charges associated with the Freedom Wireless suit. Since the timing of ongoing court proceedings is not firmly fixed, we also expect to continue to spend up to \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. There can be no assurances that our expenses to defend the Freedom Wireless suit will not exceed our estimates. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial condition and results of operations would be materially adversely affected.
Cited in Amended Complaint (Blue Text)			¶66	

7/16/03 Conf. Call

Document	Date Filed/ Disclosed	Page	Disclosure(s)
2 nd Qtr 2003 Conference Call	7/16/03	2	I would also like to caution everyone that various remarks that the company might make about the company's future expectations, plans and prospects constitute forward-looking statements for the purposes of the Safe Harbor provisions under the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by those forward-looking statements as a result of various important factors, including those discussed in the Form 10-Q for the three months ended March 31, 2003 and Form 10-K for the year ended December 31, 2002, which are on file with the SEC.
			In addition any forward-looking statements represent our view only as of today and should not be relied upon as representing our views as of any subsequency [sic]. While we may elect to update forward-looking statements at some point in the future, we specifically disclaim any obligation to these even if our estimates change and, therefore, you should not rely on those forward-looking statements as representing our views as of any date subsequent to today.
		7	As noted in today's release, we are increasing our GAAP earnings guidance to 87 to 88 cents a share, compared with our previous guidance of 78 to 80 cents a share. This guidance includes after tax quarterly legal charges of approximately 3 cents per share, until the Freedom Wireless matter is resolved. We remain confident that we do not infringe the Freedom Wireless patent and that the patents are invalid and unenforceable in light of prior art and other reasons. At the appropriate time, we expect to file summary judgment motions but the specific timing as to when motions can be filed and then decided upon is not definitive. We believe that our case continues to progress well and there's been no change to our position in the case.
		18	I would say that I think it's a fair public statement that as we have been battling this lawsuit, it's been on the fundamental premise that our counsel and even other counsel we've retained has researched issues and found that we don't infringe the patents, and not only do we not infringe them but they are invalid, etcetera. Non-infringement is based on the definition of the patent claims. If we lose this, it could only be because a court upholds a definition for those claims much broader than what our counsel believes to be the case and if that broader definition were supported in the lawsuit, that there isn't a prepaid platform that uses switches to help route calls for prepaid treatment that wouldn't be subject to the patent.

8/14/03 10-Q

							Form 10-Q for the quarterly period ending June 30, 2003		Document
							8/14/03	Disclosed	Date Filed/
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In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. A ruling that the Company infringed the Freedom Wireless patents could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. The suit is still in the discovery phase. The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art and other reasons.	Legal	Contingencies	NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS	:	There are a number of important factors that could cause actual events or the Company's actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Notes to Consolidated Financial Statements," "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk" in this Quarterly Report on Form 10-Q. The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. The Company does not assume any obligation to update any forward-looking statements made herein.	Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believes," "anticipates," "plans," "expects," "intends," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.	This Quarterly Report contains forward-looking statements that involve risks and uncertainties, including without limitation, statements regarding the prepaid subscriber base and after tax charges for legal costs associated with the Freedom Wireless suit The Company's actual results may differ significantly from the results discussed in the forward-looking statements.		Disclosure(s)
¶69								Amended Complaint (Blue Text)	Cited in

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
			In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, the Company recorded special charges of \$2.6 million, \$3.6 million, respectively, principally to accrue for legal expenses estimated by its outside counsel to be incurred in the defense of the	
			patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which has made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, the Company began accounting for costs related to this case as incurred. As a result, in the fourth quarter of 2002, the first quarter of 2003 and the second quarter of 2003, the Company recorded charges of \$998,000, \$915,000 and \$725,000, respectively, primarily for legal expenses incurred for the suit brought by Freedom Wireless.	
			Since the timing of ongoing court proceedings is not firmly fixed, the Company expects to continue to spend up to approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved.	
			There can be no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed its estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and the Company's business, financial condition and results of operations would be materially adversely affected.	
			From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, the Company can give no assurance that it will prevail	

- 23 -

Rosenbaum Capital, LLC v. Boston Communications Group, Inc. et al. NO. CIV. A. 11165-WGY

Disclosure(s) MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS Overview We are currently a defendant in a federal lawsuit commenced by Freedom Wireless alleging we and several wireless earliers infringe these patents exist months ended June 30, 2003, we incurred \$1.6 million in legal costs, or approximately solds defendants in this hawsuit per the continued defense of the Freedom Wireless patent infringement stati. These costs are expected to continue at about \$1 million per quarter until the matter is resolved. The timing of ongoing court proceedings is not firmly fixed. While we cannot predict the outcome of this case or estimate when the matter might be resolved, we remain confident that we do not infringe the Freedom Wireless patents and that the patents are invalid in light of prior art and other reasons. **Certain Factors That May Affect Future Results** Certain Factors That May Affect Future Results and a number of wireless carriers claiming that we do not infringe the Freedom Wireless influence relief and damages find a suit against us and a number of wireless carriers claiming that we and the other defendants infringe a patent of Freedom Wireless. Influence 2001, Freedom Wireless, incurred 2000, Freedom Wireless, in

Document	Date Filed/ Disclosed	Page	Disclosure(s)
			obligations to customers for breach of a contractual warranty of non-infringement; or
			• a requirement to reengineer our prepaid processing methodology to avoid patent infringement, which would likely result in additional expense and delay.
			In addition, regardless of the outcome, we will continue to incur significant expenses to defend this lawsuit. We have spent approximately \$11 million to date to defend this lawsuit, and we expect to incur up to an additional \$1 million per quarter in legal fees until this matter is resolved. Moreover, this lawsuit may divert the efforts and attention of our management team from normal business operations. Finally, we may become subject to additional patent infringement lawsuits in the future.
		25	Legal Proceedings PART II. OTHER INFORMATION:
			In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. A ruling that we infringed the Freedom Wireless patents could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by our technology. The suit is still in the discovery phase. We do not believe that we infringe these patents and believe that the patents are invalid in light of prior art and other reasons.
			In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, we recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by our outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which has made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, we began accounting for costs related to this case as incurred. As a result, in the fourth quarter of 2002, the first quarter of 2003 and the second quarter of 2003, we recorded charges of \$998,000, \$915,000 and \$725,000, respectively, primarily for legal expenses incurred for the suit brought by Freedom Wireless.
			Since the timing of ongoing court proceedings is not firmly fixed, we expect to continue to spend up to approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. There can be no assurances that our expenses to defend the Freedom Wireless suit will not exceed our estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial condition and results of operations would be materially adversely affected.

10/15/03 10-Q

Disclosed	3 rd Qtr 2003 10/15/03 Conference Call				
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Disclosure(s)	I'd also like to caution everyone that various remarks that the Company may make about the Company's future expectations, plans, and prospects constitute forward-looking statements for purposes of the Safe Harbor Provision under the Private Securities Litigation Reform Act of '95. Actual results may differ materially from those indicated by those forward-looking statements as a result of various important facts, including those discussed in the Form 10-Q for the three months ended June 30 th , 2003, and Form 10-K for the year ended December 31 st , 2002, which are on file with the SEC.	In addition, any forward-looking statements represent our views only as of today and should not be relied upon as representing our views as of any subsequent date. While we may elect to update forward-looking statements at some point in the future, we specifically disclaim any obligation to do so, even if our estimates change and therefore you should rely – you should not rely on these forward-looking statements as representing our views as of any date subsequent to today.	Although our legal expenses for Freedom Wireless were higher due to the timing of certain procedures that took place during the quarter, on average we have incurred about what we expected at \$1m per quarter year-to-date.	Going forward, we expect to continue to incur on average about \$1 m per quarter, however, the expense will likely continue to vary from quarter to quarter depending on the procedures that take place in any given quarter. Accordingly, we expect that Q4 legal changes will range between three and four cents a share.	Furthermore, we continue to remain confident that we do not infringe the Freedom Wireless patents, and that the patents are invalid an unenforceable in light of prior [art] and other reasons. We believe that our case continues to progress well, and there's been no change to our position on the case.
Cited in Amended Complain (Blue Tex			¶70		

11/14/03 10-Q

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended
Form 10-Q for the quarterly period ending	11/14/03	2	This Quarterly Report contains forward-looking statements that involve risks and uncertainties, including without limitation, statements regarding the prepaid subscriber base and after tax charges for legal costs associated with the Freedom Wireless suit The Company's actual results may differ significantly from the results discussed in the forward-looking statements.	(Blue Lext
September 30, 2003			Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believes," "anticipates," "plans," "expects," "intends," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.	
			There are a number of important factors that could cause actual events or the Company's actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Notes to Consolidated Financial Statements," "Management's Discussion and Analysis of Financial Condition and Results of Operations" "Certain Factors That May Affect Future	
			do not reflect the potential future impact of any mergers, acquisitions or dispositions. The Company does not assume any obligation to update any forward-looking statements made herein.	
			NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS	
			Contingencies	
			Legal	
		8-9	In March 2000, Freedom Wireless, Inc. (Freedom Wireless) filed a suit against the Company and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless and seeks damages in an unspecified amount as well as injunctive relief. A ruling that the Company infringed the Freedom Wireless patents could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. The suit is still in the discovery phase. The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art and other reasons.	¶71
			In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, the Company recorded special charges of \$2.6 million, \$3.6 million, respectively, principally to accrue for legal expenses estimated by its outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which had made it difficult to	

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We are currently a defendant in a federal lawsuit commenced by Freedom Wireless alleging we and several wireless carriers infringe two Freedom Wireless patents. A ruling that we infringe these patents could significantly restrict our ability to conduct business and would obligate us to indemnify other defendants in this lawsuit. During the nine months ended September 30, 2003, we incurred \$3.0 million in legal costs, or approximately \$0.10 per share after taxes, primarily for the continued defense of the Freedom Wireless patent infringement suit. We expect to incur, on average, approximately \$1 million per quarter (before taxes) for legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. Accordingly, we expect that the fourth quarter, 2003 legal charges will approximate \$1.0 million to \$1.4 million. While we cannot predict the outcome of this case or estimate when the matter might be resolved, we remain confident that we do not infringe the Freedom Wireless patents and that the patents are invalid in light of prior art and other reasons.	MANAGEMENT'S DISCUSSION AND ANALYSIS Overview	From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, the Company can give no assurance that it will prevail	The Company expects to incur additional legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. If Freedom Wireless prevails in this case, the amount of damages could be substantial and the Company's business, financial condition and results of operations would be materially adversely affected.	reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, the Company began accounting for costs related to this case as incurred. As a result, for the three and nine-month period ended September 30, 2003, the Company recorded charges of \$1.4 million and \$3.0 million, respectively, primarily for legal expenses incurred for the suit brought by Freedom Wireless.	Disclosure(s)
¶71					Cited in Amended Complaint (Blue Text)

Disclosed		
	20	Certain Factors That May Affect Future Results
		An unfavorable judgment in the Freedom Wireless lawsuit or any other lawsuit would have a material impact on our business.
		In March 2000, Freedom Wireless filed a suit against us and a number of wireless carriers claiming that we and the other defendants infringe a patent of Freedom Wireless. In March 2001, Freedom Wireless amended the complaint to include a continuation patent. Freedom Wireless seeks injunctive relief and damages in an unspecified amount. In addition, we are contractually obligated to indemnify the other defendants for any damages that they incur as a result of any infringement by our technology.
		The suit is currently in the discovery phase, and we cannot yet assess our potential liability if we were to lose the case. Our failure to prevail in this matter would have any or all of the following significant adverse effects on our business, financial condition and results of operations:
		Injunctive relief against us, which could significantly restrict our ability to conduct our business;
		An adverse judgment against us for significant monetary damages;
		A settlement on unfavorable terms;
		Obligations to the other defendants to indemnify them for damages;
		Obligations to customers for breach of a contractual warranty of non-infringement; or
		A requirement to reengineer our prepaid processing methodology to avoid patent infringement, which would likely result in additional expense and delay.
		In addition, regardless of the outcome, we will continue to incur significant expenses to defend this lawsuit. We have incurred approximately \$12.7 million in costs to date to defend this lawsuit. We expect to incur, on average, approximately \$1 million per quarter (before taxes) for legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. Accordingly, we expect that the fourth quarter, 2003 legal charges will range between \$1.0 million and \$1.4 million. Moreover, this lawsuit may divert the efforts and attention of our management team from normal business operations. Finally, we may become subject to additional patent infringement lawsuits in the future.

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Disclosure(s)	Legal Proceedings	In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. A ruling that we infringed the Freedom Wireless patents could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by our technology. The suit is still in the discovery phase. We do not believe that we infringe these patents and believe that the patents are invalid in light of prior art and other reasons.	In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, we recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by our outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which has made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, we began accounting for costs related to this case as incurred. As a result, for the three and nine-month period ended September 30, 2003, we recorded charges of \$1.4 million and \$3.0 million, respectively, primarily for legal expenses incurred for the suit brought by Freedom Wireless.	We expect to incur, on average, approximately \$1 million per quarter (before taxes) for legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. Accordingly, we expect that fourth quarter, 2003 legal charges will range between \$1.0 million and \$1.4 million. There can be no assurances that our expenses to defend the Freedom Wireless suit will not exceed our estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial condition and results of operations would be materially adversely affected.
Cited in Amended Complaint (Blue Text)		¶71		

2/3/04 Conf. Call

	4" Qtr 2003 Conference Call	Document
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Our legal expenses during the quarter for Freedom Wireless were inline with expectation, having incurred \$1 million in legal costs related to the case. Going forward, we expect to continue to incur on average [about] \$1 million per quarter until the matter is resolved. However, the expense may vary from quarter to quarter, depending upon the procedures that take place in any given quarter. Accordingly we expect Q1 '04 legal charges will approximate 3 cents per share. Furthermore, we continue to remain confident that we do not infringe the Freedom Wireless patents, and that the patents are invalid and unenforceable in light of prior (indiscernible) and other reasons. We believe that our case continues to progress well, and there has been no change to our position on the case. In addition, various summary judgment motions have been filed by both parties in the case, and the Court is expected to rule on those motions in the normal course of proceedings.	I'd also like to caution everyone that various remarks the company may make about the company's future expectations, plans, and prospects, constitute forward-looking statements for the purposes of the Safe Harbor provisions under the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by the forward-looking statements and the result of various important factors including those discussed in the Form 10Q for the three months ended September 30, 2003, and Form 10K for the year ended December 31, 2002, which are all on file with the SEC. In addition any forward-looking statements represent our views only as of today and should not be relied upon as [UNINTELLIGIBLE] views as of any subsequent day. While we may elect to update forward-looking statements at some point in the future we specifically disclaim any obligation to do so even if estimates change and therefore you should not rely on these forward-looking statements as representing our views as of any date subsequent to today.	Disclosure(s)
¶72		Cited in Amended Complaint (Blue Text)

3/9/04 10-K

Document	Date Filed/ Disclosed	Page	Disclosure(s)
Form 10-K for the fiscal year ended December 31, 2003	March 9, 2004	2	This Annual Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding:
			• Legal expenses related to the Freedom Wireless, Inc. ("Freedom Wireless") lawsuit;
			These statements are based on the current beliefs and assumptions of management.
			Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.
			A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Certain Factors That May Affect Future Results," "Quantitative and Qualitative Disclosures About Market Risk" and those set forth in Items 1 and 3 of Part I of this Annual Report on Form 10-K. The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made herein.
			LEGAL PROCEEDINGS
		12-13	In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. If there were a ruling that we infringed the Freedom Wireless patents, it could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by our technology. The suit is in the pre-trial phase and various summary judgment motions have been filed by both parties in the case. The Court is expected to rule on these motions in the normal course of its proceedings. We do not believe that we infringe these patents and believe that the patents are invalid in light of prior art and other reasons.
			In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, we recorded special charges of \$2.6 million \$3.6 million and

Document Date Filed/ Disclosed	Page	\$3.3 million, respectively, principally to accrue for legal expenses estimated by our outside legal counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which had made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, we began accounting for costs related to this case as incurred. As a result, for the year ended December 31, 2003, we recorded charges of \$4.0 million for legal expenses.
		infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which had made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, we began accounting for costs related to case as incurred. As a result, for the year ended December 31, 2003, we recorded charges of \$4.0 million for legal expenses.
		We expect to incur, on average, approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. There can be no assurances that costs to defend the Freedom Wireless suit will not exceed our estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial condition and results of operations would be materially adversely affected.
		From time to time, as a normal incidence of the nature of our business, various claims, charges and litigation are asserted or commenced against us arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, we can give no assurance that we will prevail

5/10/04 10-Q

Document	Date Filed/ Disclosed	Page	Disclosure(s)
Form 10-Q For the Period Ending March 31, 2004	5/10/04	2	This Quarterly Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding the diversification of our product and customer base and legal expenses for the Freedom Wireless, Inc. (Freedom Wireless) lawsuit and the belief that the Company does not infringe on the Freedom Wireless patents, and the ability to finance our operations for the next 12 months with cash on hand and cash to be generated from profitable operations. These statements are based on the current beliefs and assumptions of management.
			Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.
			A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk." The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made herein.
			NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
		∞	Legal Costs
			The Company accrues the costs of settlements, damages and, under certain conditions, costs of defense when such costs are probable and estimable; otherwise, such costs are expensed as incurred. As discussed in Note 3 to the condensed consolidated financial statements, the Company began to expense legal costs related to the Freedom Wireless lawsuit as incurred due to the lengthy and unpredictable discovery process, which made it difficult to continue to reasonably estimate legal costs for the suit. Other litigation will continue to be accounted for in accordance with the Company's accounting policy, and generally, the Company develops an estimate of probable costs in consultation with the Company's outside legal counsel who is handling the case. There can be no assurances that the Company's expenses will not exceed its estimate.
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			Contingencies

Document	Date Filed/ Disclosed	Page	$\mathbf{Disclosure}(\mathbf{s})$
		10	Legal
			In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. If there was a ruling that the Company infringed the Freedom Wireless patents, it could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. The suit is in the pre-trial phase and various summary judgment motions have been filed by both parties in the case. The Court is expected to rule on these motions in the normal course of proceedings. The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art and other reasons.
			The Company expects to incur, on average, approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. There can be no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed the Company's estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and the Company's business, financial condition and results of operations would be materially adversely affected.
			From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, the company can give no assurance that it will prevail
			MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION
			An unfavorable judgment in the Freedom Wireless lawsuit or any other lawsuit would have a material impact on our business.
		22-23	In March 2000, Freedom Wireless filed a suit against us and a number of wireless carriers claiming that we and the other defendants infringe a patent of Freedom Wireless. In March 2001, Freedom Wireless amended the complaint to include a continuation patent. Freedom Wireless cashs

injunctive relief and damages in an unspecified amount. In addition, we are contractually obligated to indemnify the other defendants for any damages that they incur as a result of any infringement by our technology. The suit is in the pre-trial phase and various summary judgment motions have been filed by both parties in the case. The court is expected to rule on these motions in the normal course of proceedings. We cannot yet assess our potential liability, if any. Our failure to prevail in this matter would have any or all of the following material adverse effects on our business, financial conduct our business: Injunctive relief against us, which could significantly restrict our ability to conduct our business: A acutement on unfavorable terms; Obligations to the other defendants to indemnify them for damages; A requirement to reengineer our prepaid processing solution to avoid patent infringement, which would likely result in additional expense and delay. A requirement to reengineer our prepaid processing solution to avoid patent infringement, which would likely result in addition in legal costs as of March 31, 2004 to defend this lawsuit, and we expect to incur approximately SI million per quarter in legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. Moreover, this lawsuit may diver the efforts and attention of our management team from normal business operations. Finally, we may become subject to additional patent infringement lawsuits in the future. PART II. OTHER INFORMATION Item 1. Legal Proceedings In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Manages the your heavy for the defendants for damages the your heavy flow of the objective to order by the other defendants for damages the your heavy flow or ability to conduct business of patents, it could significantly	PART II. OTHER INFORMATION Item 1. Legal Proceedings In March 2000, Freedom Wireless, Inc. filed a seamount as well as injunctive relief. If there were conduct business. In addition, we have an obligent to addition, we have an obliging to addition, we have an obliging to addition and all the seamount as well as injunctive relief. If there were conduct business. In addition, we have an obliging the subject to additional patent infringement lawsuit and infringement lawsuit lawsuit and infringement lawsuit lawsuit lawsuit lawsuit lawsuit law	Disclosed injunctive relief and damages in an unspecified damages that they incur as a result of any infrin
y rule on would vould lion in reedom me me	PART II. OTHER INFORMATION Item 1. Legal Proceedings In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. If there were a ruling that we infringed the Freedom Wireless patents, it could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any	an unspecified amount. In addition, we are contractually obligated to indemnify the other defendants for any ult of any infringement by our technology.

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I age			
Disclosure(s)	case. The Court is expected to rule on these motions in the normal course of its proceedings. We do not believe that we infringe these patents and believe that the patents are invalid in light of prior art and other reasons.	In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, we recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by our outside legal counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, we began accounting for costs related to this case as incurred. As a result, for the three months ended March 31, 2002, we recorded charges for \$1.2 million for legal expenses.	We expect to incur, on average, approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. There can be no assurances that costs to defend the Freedom Wireless suit w/ill not exceed our estimates. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial conditions and results of operations would be materially adversely affected.
Cited in Amended Complaint (Blue Text)	¶74		

8/9/04 10-Q

				Form 10-Q For the quarterly Period Ending June 30, 2004		Document
				8/9/04		Date Filed/
7				2		Page
The Company accrues the costs of settlements, damages and, under certain conditions, costs of defense when such costs are probable and reasonably estimable; otherwise, such costs are expensed as incurred. As discussed in Note 3 to the condensed consolidated financial statements, the Company began to expense legal costs related to the Freedom Wireless lawsuit as incurred due to the lengthy and unpredictable discovery process, which made it difficult to continue to reasonably estimate legal costs for the suit. Other litigation will continue to be accounted for in accordance with the Company's accounting policy, and generally, the Company develops an estimate of probable costs in consultation with the Company's outside legal counsel who is handling the case. There can be no assurances that the company expenses will not exceed its estimates.	NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS Legal Costs	A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk," The statements discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made herein.	Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.	This Quarterly Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding the expectations regarding our new product offerings costs to defend Freedom Wireless lawsuit, additional capital investments, payment of additional contingent cash consideration to Infotech Solutions Corporation, and the ability to finance our operations for the next 12 months. These statements are based on the current beliefs and assumptions of management.		Disclosure(s)
					Amended Complaint (Blue Text)	Cited in

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
		The same of the sa	Contingencies	
		9	Legal	
			In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. If there was a ruling that the Company infringed the Freedom Wireless patents, it could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. The suit is in the pre-trial phase and various summary judgment motions have been filed by both parties in the case. The Court is expected to rule on these motions in the normal course of proceedings. The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art and other reasons.	¶75
			From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, the company can give no assurance that it will prevail	
			MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION	
			Certain Factors That May Affect Future Results	
			An unfavorable judgment in the Freedom Wireless lawsuit would have a material adverse impact on our business.	
		20	In March 2000, Freedom Wireless filed a suit against us and a number of wireless carriers claiming that we and the other defendants infringe a patent of Freedom Wireless. In March 2001, Freedom Wireless amended the complaint to include a continuation patent. Freedom Wireless seeks injunctive relief and damages in an unspecified amount. In addition, we are contractually obligated to indemnify the other defendants for any damages that they incur as a result of any infringement by our technology.	
			The suit is in the pre-trial phase and various summary judgment motions have been filed by both parties in the case. They court is expected to rule	

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In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. If there were a ruling that we infringed the Freedom Wireless patents, it could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damagers they may incur with respect to any infringement by our technology. The suit is in the pre-trial phase and various summary judgment motions have been filed by both parties in the case. The Court is expected to rule on these motions in the normal course of its proceedings. We do not believe that we infringe these patents and believe that the patents are invalid in light of prior art and other reasons.	Item 1. Legal Proceedings	PART II. OTHER INFORMATION	Regardless of the outcome, we will continue to incur significant expenses to defend this lawsuit. We have incurred approximately \$15.3 million in legal costs as of June 30, 2004 to defend this lawsuit, and we expect to incur approximately \$1 million per quarter in legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. Moreover, this lawsuit may divert the efforts and attention of our management team from normal business operations. Finally, we may become subject to additional patent infringement lawsuits in the future.	 A requirement to reengineer our prepaid processing solution to avoid patent infringement, which would likely result in additional expense and delay. 	Obligations to customers for breach of a contractual warranty of non-infringement; and/or	Obligations to the other defendants to indemnify them for damages;	A settlement on unfavorable terms;	 An adverse judgment against us for significant monetary damages; 	 Injunctive relief against us, which could significantly restrict our ability to conduct our business; 	on these motions in the normal course of proceedings. We cannot yet assess our potential liability, if any. Any adverse outcome, including the following, would have a material adverse effect on our business, financial condition and results of operations:	Disclosure(s)
¶75											Cited in Amended Complaint (Blue Text)

We expect to incur, on average, approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter, depending on the timing of proceedings. There can be no assurances that costs to defend the Freedom Wireless suit will not exceed our estimates. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial condition and results of operations would be materially adversely affected.
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10/20/04 Conf. Call

Document	3 rd Qtr 2004 Conference Call	
Date Flied/ Disclosed	10/20/04	
Page	1	ယ
Disclosure(s)	I would also like to caution everyone that various remarks that the Company may make about the Company's future expectations, plans, and prospects constitute forward-looking statements for purposes of the Safe Harbor provisions under the Private Securities Litigation Reform Act of 1994. Actual results may differ materially form those indicated by these forward-looking statements, as a result of various important factors, including those discussed in the Form 10-K for the year ended December 31st, 2003, which is on file with the SEC. In addition, any forward-looking statements represents our views only as of today and should not be relied upon as representing our views as of any subsequent date. While we may elect to update forward-looking statements at some point in the future we specifically disclaim any obligation to do so even if our estimates change, and therefore, you should not rely on these forward-looking statements as representing our views as of any date subsequent to today.	As we announced on August 11th, the case is getting closer to the trial phase, but a trial date has yet to be set by the Court. We continue to maintain our confidence that we do not infringe the Freedom Wireless patents and we will continue to vigorously defend their claims.
Cited in Amended Complaint (Blue Text)		¶76

11/9/04 10-Q

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
			Contingencies	
		9	Legal	
			In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of the Company's wireless carrier customers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless and seeks damages in an unspecified amount as well as injunctive relief. If there was a ruling that the Company infringed the Freedom Wireless patents, it could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. On August 10, 2004, the plaintiff and the defendant each had four summary judgment motions denied by the court, bringing the case closer to the trial phase. The suit is in the pre-trial phase and trial is scheduled to begin on January 31, 2005. The Company does not believe that it infringes these patents and believes the patents are invalid in light of prior art and other reasons.	9[77
			From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, the company can give no assurance that it will prevail. However, the Company does not believe that any of these current matters (other than as disclosed) will have a material adverse effect on its consolidated financial position, although an adverse outcome of any of these matters could have a material adverse effect on its consolidated results of operations or cash flows in future quarters or in the quarter or annual period in which one or more of these matters are resolved.	
			MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION	
		20-21	Certain Factors That May Affect Future Results	
			An unfavorable judgment in the Freedom Wireless lawsuit would have a material adverse impact on our business.	
			In March 2000, Freedom Wireless, Ins. Filed a suit against us and a number of our wireless carrier customers claiming that we and the other defendants infringe a patent of Freedom Wireless. In March 2001, Freedom Wireless amended the complaint to include a continuation patent. Freedom Wireless seeks injunctive relief and damages in an unspecified amount. In addition, we are contractually obligated to indemnify the other defendants for any damages that they incur as a result of any infringement by our technology.	
			The suit is in the pre-trial phase and the trial is scheduled to begin on January 31, 2005. We cannot yet assess our notential liability if any Any	

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint
		100	adverse outcome, including the following, would have a material adverse effect on our business, financial condition and results of operation.	
			 Injunctive relief against us, which could significantly restrict our ability to conduct our business; 	
			 An adverse judgment against us for significant monetary damages; 	
			A settlement on unfavorable terms;	
			 Obligations to the other defendants to indemnify them for damages; 	
			 Obligations to customers for breach of a contractual warranty of non-infringement; and/or 	
			A requirement to reengineer our prepaid processing solution to avoid patent infringement, which would likely result in additional expense and delay.	
			Regardless of the outcome, we will continue to incur significant expenses to defend the lawsuit. We have incurred approximately \$15.7 million in legal costs as of September 30, 2004 to defend this lawsuit, and we expect to incur approximately \$1 million per quarter in legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the level of activity and the timing of proceedings. Moreover, this lawsuit may divert the efforts and attention of our management team from normal business operations. Finally, we may become subject to additional patent infringement lawsuits in the future.	
			PART II. OTHER INFORMATION	
		25	In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District	
			amount as well as injunctive relief. If there were a ruling that we infringed the Freedom Wireless patents, it could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damagers they may incur with respect to any infringement by our technology. The suit is in the pre-trial phase and various summary judgment motions have been filed by both parties in the case. The Court is expected to rule on these motions in the normal course of its proceedings. We do not believe that we infringe these patents and believe that the patents are invalid in light of prior art and other reasons.	977
			We expect to incur, on average, approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. There can be no assurances that costs to defend the Freedom Wireless suit will not exceed our estimates. If Freedom Wireless prevails in this case, the amount of damages could be substantial and	

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2/1/05 Conf. Call

Defendants' Allegedly Fraudulent Class Period Statements

Rosenbaum Capital, LLC v. Boston Communications Group, Inc. et al. NO. CIV. A. 11165-WGY

	4th Qtr 2004 Conference Call			
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Disclosure(s)	I would also like to caution everyone that various remarks that the Company may make about the Company's future expectations, plans and prospects constitute forward-looking statements for purposes of the Safe Harbor provisions under the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by these forward-looking statements as a result of various important factors, including those discussed in the Form 10-Q for the quarter ended September 30, 2004, which is on file with the SEC. In addition, any forward-looking statements represents our views only as of today, and should not be relied upon as representing our views as of any subsequent date. While we may elect to update forward-looking statements at some point in the future, we specifically disclaim any obligation to do so, even if our estimates change. And therefore, you should not rely on these forward-looking statements as representing our views as of any date subsequent to today.		As we approach the Freedom Wireless trial date of February 28, legal expenses are expected to increase to 5 to 6 cents per share in Q1 to accommodate additional hours and expenses to try the case. In documents that were made publicly available last week, we learned that Verizon Wireless, a defendant in the case, reached a settlement with Freedom and is no longer a defendant in the case. BCGI was not part of the settlement discussions and the terms of the settlement are not public. It's important to note that, as we were not a party to these negotiations, we have not agreed to Verizon's settlement terms, and we do not believe that we have any indemnification liability towards Verizon's settlement.	This also does not change our position in the case. We remain confident that we do not infringe on the Freedom Wireless patents and that the patents are invalid in light of prior art.
Cited in Amended Complaint (Blue Text)			978	

3/9/05 10-K

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						Form 10-K for the fiscal year ending December 31, 2004	Document
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In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of our wireless carrier customers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages as well as injunctive relief. If there were a ruling that we infringed the Freedom Wireless patents, it could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by our technology. The trial began on February 28, 2005 and is expected to last for approximately eight weeks. In 2005, Verizon Wireless who was a defendant in the case, reached a settlement with Freedom Wireless and is therefore no longer a defendant in the case. We were not part of the settlement discussions and the terms of the settlement are not public. We do not believe that we infringe these patents and believe that the patents	LEGAL PROCEEDINGS	A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Certain Factors That May Affect Future Results," "Quantitative and Qualitative Disclosures About Market Risk" and those set forth in Items 1 and 3 of Part I of this Annual Report on Form 10-K. The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made here.	Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.	These statements are based on the current beliefs and assumptions of management.	• Legal expenses related to the Freedom Wireless, Inc. ("Freedom Wireless") lawsuit;	The Annual Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation statements regarding:	Disclosure(s)
979 979							Cited in Amended Complaint (Blue Text)

Document	Date Filed/ Disclosed	Page	Disclosure(s)
			are invalid in light of prior art and other reasons.
			In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, we recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by our outside legal counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which had made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, we began accounting for costs related to this case as incurred. As a result, for the years ended December 31, 2003 and 2004, we recorded charges of \$4.0 and \$3.0 million, respectively for legal expenses related to the lawsuit.
			We expect to incur approximately \$1.5 to \$1.8 million in legal expenses in the first quarter of 2005 and, on average, \$1.0 million per quarter thereafter, until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. There can be no assurance that costs to defend the Freedom Wireless suit will not exceed our estimate.
			We are not presently able to estimate the potential losses, if any, related to the Freedom Wireless lawsuit. Freedom Wireless is seeking damages in excess of \$250 million from us and the other remaining co-defendants, who <i>bcgi</i> has agreed to indemnify. If Freedom Wireless prevails in this case and is awarded the amount of damages which they are seeking from us and the other co-defendants, this amount would exceed our ability to pay.
			From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, the company can give no assurance that it will prevail
		3	CONSOLIDATED RESULTS OF OPERATIONS
		1	 General and administrative expenses - legal charges
			General and administrative legal expenses primarily represent legal expenses to defend the patent infringement suit initiated by Freedom Wireless. We expect to incur approximately \$1.5 to \$1.8 million in legal expenses in the first quarter of 2005 as a result of the commencement of the trial and, on average, \$1.0 million per quarter thereafter, until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. There can be no assurance that costs to defend the Freedom Wireless suit will not exceed our estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business. financial condition

Document	Date Filed/ Disclosed	Page	${\bf Disclosure}(s)$
			and results of operation would be materially adversely affected.
			•
			Certain Factors That May Affect Future Results
			An unfavorable judgment in the Freedom Wireless lawsuit would have a material adverse impact on our business.
		28-30	In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of our wireless carrier customers claiming that we and the other defendants infringe a patent of Freedom Wireless. In March 2001, Freedom Wireless amended the complaint to include a continuation patent. Freedom Wireless seeks injunctive relief and damages. In addition, we are contractually obligated to indemnify the other defendants for any damages that they incur as a result of any infringement by our technology.
			The trial began on February 28, 2005. We cannot yet assess our potential liability, if any. Any adverse outcome, including the following, would have a material adverse effect on our business, financial condition and results of operations:
			 Injunctive relief against us, which could significantly restrict our ability to conduct our business;
			 An adverse judgment against us for significant monetary damages;
			A settlement on unfavorable terms;
			 Obligations to the other defendants to indemnify them for damages;
			 Obligations to customers for breach of a contractual warranty of non-infringement; and/or
			• A requirement to reengineer our prepaid processing solution to avoid patent infringement, which would likely result in additional expense and delay.
			Regardless of the outcome, we will continue to incur significant expenses to defend this lawsuit. We have incurred approximately \$16.7 million in legal costs as of December 31, 2004 to defend this lawsuit, and expect to incur approximately \$1.5 to \$1.8 million in legal expenses in the first quarter of 2005 and, on average, \$1.0 million per quarter thereafter, until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. There can be no assurance that costs to defend the Freedom Wireless suit will not exceed our estimate.

Disclosure(s) Date Filed/ Disclosed Disclosure(s)	Notes to Consolidated Financial Statements Years Ended December 31, 2004, 2003 and 2002		Legal Costs	The Company accrues the costs of settlements, damages, and under certain conditions, costs of defense when such costs are probable and estimable; otherwise, such costs are expensed as incurred. As discussed in Note 4 to the Consolidated Financial Statements, the Company began to expense legal costs related to the Freedom Wireless lawsuit as incurred due to the lengthy and unpredictable discovery process, which had made it difficult	to continue to reasonably estimate legal costs for the suit. Other litigation will continue to be accounted for in accordance with the Company's accounting policy, and generally, the Company develops an estimate of probable costs in consultation with the Company's outside legal counsel who is handling the case. There can be no assurances that the Company's expenses will not exceed its estimate.
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5/10/05 10-Q

Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)
Form 10-Q For The Quarterly Period	5/10/05		The Quarterly Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding:
March 31, 2005			
			 Legal expenses related to the Freedom Wireless, Inc. ("Freedom Wireless") lawsuit;
		2	These statements are based on the current beliefs and assumptions of management.
			Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.
			A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk." The statements discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made here.
		∞	Legal Costs
			The Company accrues the costs of settlements, damages and, under certain conditions, costs of defense when such costs are probable and estimable; otherwise, such costs are expensed as incurred. As discussed in Note 4 to the Consolidated Financial Statements, the Company began to expense legal costs related to the Freedom Wireless lawsuit as incurred due to the lengthy and unpredictable discovery process, which made it difficult to continue to reasonably estimate legal costs for the suit. Other litigation will continue to be accounted for in accordance with the Company's accounting policy, and generally, the Company develops an estimate of probable costs in consultation with the Company's outside legal counsel who is handling the case. There can be no assurance that the Company's expenses will not exceed its estimate.
			Contingencies/Legal
		12	In March 2000 Freedom Wireless Inc filed a suit assinct the Common and a suit assistance of the suit as a suit as

- 51 -

Document	Date Filed/ Disclosed	Page	Disclosure(s)
			damages as well as injunctive relief. If there is a ruling that the Company infringed the Freedom Wireless patents, it could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. The trial began on February 28, 2005 and is expected to be completed in mid-May 2005. In 2005, Verizon Wireless, which was a defendant in the case, reached a settlement with Freedom Wireless and is therefore no longer a defendant in the case. The Company was not part of the settlement discussions and the terms of the settlement are not public. The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art and other reasons.
			The Company is not presently able to estimate the potential losses, if any, related to the Freedom Wireless lawsuit. Freedom Wireless is seeking damages in excess of \$250 million from the Company and the other remaining co-defendants, whom bcgi has agreed to indemnify. If Freedom Wireless prevails in this case and is awarded the amount of damages which they are seeking from bcgi and the other co-defendants, this amount would exceed the Company's ability to pay.
			From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation the Company can give no assurance that it will prevail
			General and administrative legal expenses-legal charges
		17	General and administrative legal expenses primarily represent legal expenses to defend the patent infringement suit initiated by Freedom Wireless. The increase in expense in the first quarter of 2005 compared to the same quarter of 2004 was due to higher costs associated with the commencement of the trial on February 28, 2005. With additional expected trial days in the second quarter of 2005, we expect to incur legal expenses of approximately \$2.2 to \$2.9 million. This cost is expected to be substantially less per quarter than historical amounts beginning in the third quarter of 2005, during the anticipated appeals process by either party following the completion of the trial. There can be no assurance that costs to defend the Freedom Wireless suit will not exceed our estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial condition and results of operations would be materially adversely affected.
		3	Certain Factors that May Affect Future Results
		14	An unfavorable judgment in the Freedom Wireless lawsuit would have a material adverse impact on our business.
			In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of our wireless carrier customers claiming that we and the other

Document	Date Filed/ Disclosed	Page	Disclosure(s)
			defendants infringe a patent of Freedom Wireless. In March 2001, Freedom Wireless amended the complaint to include a continuation patent. Freedom Wireless seeks injunctive relief and damages. In addition, we are contractually obligated to indemnify the other defendants for any damages that they incur as a result of any infringement by our technology.
			The trial began on February 28, 2005 and is expected to be completed in mid-May 2005. We cannot yet assess our potential liability, if any. Any adverse outcome, including the following, would have a material adverse effect on our business, financial condition and results of operations:
			 Injunctive relief against us, which could significantly restrict our ability to conduct our business;
			 An adverse judgment against us for significant monetary damages;
			A settlement on unfavorable terms;
			 Obligations to the other defendants to indemnify them for damages;
			 Obligations to customers for breach of a contractual warranty of non-infringement; and/or
			 A requirement to reengineer our prepaid processing solution to avoid patent infringement, which would likely result in additional expense and delay.
			Freedom Wireless is seeking damages in excess of \$250 million from us and the other remaining co-defendants, bcgi has agreed to indemnify. If Freedom Wireless prevails in this case and is awarded the amount of damages which they are seeking from us and the other co-defendants, this amount would exceed our ability to pay.
			Regardless of the outcome, we will continue to incur significant expenses to defend this lawsuit. We have incurred approximately \$19.0 million in legal costs as of March 31, 2005 to defend this lawsuit, and expect to incur approximately \$2.2 to \$2.9 million in legal expenses in the second quarter of 2005. This cost is expected to substantially less per quarter than historical amounts beginning in the third quarter of 2005, during the anticipated appeals process by either party following the completion of the trial. There can be no assurance that costs to defend the Freedom Wireless suit will not exceed our estimate.
			Legal Proceedings
		28	In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of its wireless carrier customers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages as well as injunctive relief. If there is a ruling that the Company infringed the Freedom Wireless patents it could significantly restrict the

			Document Date Filed/ Disclosed
			Page
We account for costs related to this case as incurred due to the lengthy and unpredictable proceedings which make it difficult to reasonably estimate legal costs. The total legal costs to defend the case through March 31, 2005 were \$19.0 million. We expect to incur approximately \$2.2 to \$2.9 million in legal expenses in the second quarter of 2005. This cost is expected to be substantially less per quarter than historical amounts beginning in the third quarter of 2005, during the anticipated appeals process by either party following the completion of the trial. There can be no assurance that costs to defend the Freedom Wireless suit will not exceed our estimate.	We are not presently able to estimate the potential losses, if any, related to the Freedom Wireless lawsuit. Freedom Wireless is seeking damages in excess of \$250 million from the Company and the other remaining co-defendants, whom bcgi has agreed to indemnify. If Freedom Wireless prevails in this case and is awarded the amount of damages which they are seeking from bcgi and the other co-defendants, this amount would exceed the Company's ability to pay.	Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. The trial began on February 28, 2005 and is expected to be completed in mid-May 2005. In 2005, Verizon Wireless, which was a defendant in the case, reached a settlement with Freedom Wireless and is therefore no longer a defendant in the case. The Company was not part of the settlement discussions and the terms of the settlement are not public. The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art and other reasons.	$\mathbf{Disclosure}(s)$
		¶80	Cited in Amended Complaint (Blue Text)

Exhibit 2

```
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ACCESSION NUMBER:
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CONFORMED SUBMISSION TYPE:
                              10-Q
PUBLIC DOCUMENT COUNT:
CONFORMED PERIOD OF REPORT: 20000331
FILED AS OF DATE:
                               20000512
FILER:
        COMPANY DATA:
                COMPANY CONFORMED NAME:
                                                       BOSTON COMMUNICATIONS GROUP
                CENTRAL INDEX KEY:
                                                       000101-2887
                STANDARD INDUSTRIAL CLASSIFICATION:
                                                      RADIO TELEPHONE COMMUNICATIO
                                                       043026859
                IRS NUMBER:
                STATE OF INCORPORATION:
                                                       MΑ
                FISCAL YEAR END:
                                                       1231
        FILING VALUES:
                FORM TYPE:
                                      10-0
                SEC ACT:
                                      000-28432
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SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 10549 FORM 10-0

(x) Quarterly report pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

For the quarterly period ended March 31, 2000 or

() Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number: 0-28432

Boston Communications Group, Inc.
(Exact name of registrant as specified in its charter)

Massachusetts 04-3026859
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

100 Sylvan Road, Woburn, Massachusetts 01801
(Address of principal executive offices)

Registrant's telephone number, including area code: (617)692-7000

(Former name, former address, former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes (X) No ()

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

As of April 20, 2000 the Company had outstanding 16,688,159 shares of common stock, \$.01 par value per share.

<PAGE>

INDEX

PAGE NUMBER

PART I.	FINANCIAL INFORMATION:
Item 1.	Financial Statements
	Consolidated Balance Sheets3
	Consolidated Statements of Operations4
	Consolidated Statements of Cash Flows5
1	Notes to Consolidated Financial Statements6

Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations8
	Certain Factors That May Affect Future Results13
Item 3.	Quantitative and Qualitative Disclosures About Market Risk
PART II.	OTHER INFORMATION:
Item 4.	Legal Proceedings18
Item 6.	Exhibits and Reports on Form 8-K18
<page></page>	

BOSTON COMMUNICATIONS GROUP, INC. AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share amounts)

ASSETS Current assets:	March 31, 2000	
Cash and cash equivalents Short-term investments Accounts receivable, net of allowance for billing adjustments and doubtful accounts of \$2,736 in 2000 and \$2,025 in 1999 Inventory Deferred income taxes	\$25,360 6,998 19,551 1,930 356	18,546 2,007
Prepaid expenses and other assets Total current assets Property and equipment, net	1,904 56,099 43,134	1,758 53,716
Goodwill, net Other assets Total assets	2,703 563 \$102,499	2,854 516
LIABILITIES AND SHAREHOLDERS' EQUITY Current liabilities:		
Accounts payable Accrued expenses Income taxes payable Current maturities of capital lease obligations Total current liabilities	\$1,193 14,225 565 2,158 18,141	15,012 505 2,378
Capital lease obligations, net of current maturities	3,420	3,876

PART II. OTHER INFORMATION:

Item 4. Legal Proceedings

On March 30, 2000, Freedom Wireless, Inc. filed a complaint in the United States District Court for the Northern District of California against the Company and a number of wireless carriers, including customers and former customers of the Company. The suit alleges that the defendants infringe a patent held by Freedom Wireless, Inc. and seeks injunctive relief and damages in an unspecified amount. The Company does not believe it infringes this patent and believes that it has meritorious defenses to the action.

Item 6. Exhibits and Reports on Form 8-K

a) Exhibits

The exhibits listed in the Exhibit Index are part of or included in this report.

b) Reports on Form 8-K

NONE

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Boston Communications Group, Inc.
(Registrant)

Date: May 11, 2000 By: /s/ Karen A. Walker Karen A. Walker

Vice President, Financial Administration and Chief Financial Officer (Principal Financial and Accounting Officer and Duly Authorized

Officer)

<PAGE>

INDEX TO EXHIBITS

Exhibit No. Description

10.58* Distribution agreement between Centigram Communications

Corporation and Boston Communications Group, Inc. dated

January 17, 2000.

27 Financial Data Schedule

Exhibit 3

10-Q 1 d10q.htm FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2005

Table of Contents

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 10549

FORM 10-0

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2005

or

☐ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number: 0-28432

Boston Communications Group, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts
(State or other jurisdiction of incorporation or organization)

04-3026859 (I.R.S. Employer Identification No.)

55 Middlesex Turnpike, Bedford, Massachusetts 01730 (Address of principal executive offices)

Registrant's telephone number, including area code: (781) 904-5000

(Former name, former address, former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES \boxtimes NO \square

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2) YES 🗵 NO 🗆

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date. As of May 3, 2005, the Company had outstanding 17,639,384 shares of common stock, \$.01 par value per share.

INDEX

PART I.	FINANCIAL INFORMATION:	

Item 1.	Financial Statements (Unaudited)	
	Condensed Consolidated Balance Sheets Condensed Consolidated Statements of Income Condensed Consolidated Statements of Cash Flows Notes to Condensed Consolidated Financial Statements	4 5 6 7
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations Certain Factors That May Affect Future Results	15
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	27
Item 4.	Controls and Procedures	28
PART II.	OTHER INFORMATION:	
Item 1.	<u>Legal Proceedings</u>	28
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	29
Item 6.	Exhibits	29

This Quarterly Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding:

- Earnings per share;
- Revenues:
- Continued customer concentration and diversification of our revenue base;
- Legal expenses related to the Freedom Wireless, Inc. ("Freedom Wireless") lawsuit;
- Entrance of new competitors in the wireless services market;
- Engineering, research and development expenditures;
- Sales and marketing expenses;
- · General and administrative expenses;
- Capital expenditures;
- · Defined Benefit Plan contributions;
- · Financing of investments and contingent consideration payments with cash and short-term investments; and
- Expectations regarding new product offerings.

These statements are based on the current beliefs and assumptions of management.

Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

I number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk". The statements discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made herein.

BOSTON COMMUNICATIONS GROUP, INC. CONDENSED CONSOLIDATED BALANCE SHEETS (In thousands, except share and per share amounts)

	March 31, 2005	December 31, 2004	
	(unaudited)		
ASSETS			
Current assets:	\$ 2,362	\$ 9,467	
Cash and cash equivalents Short-term investments	69,981	68,285	
Accounts receivable, net of allowance of \$442 in 2005 and \$474 in 2004	21,405	17,358	
Deferred income taxes	454	319	
Prepaid expenses and other assets	3,451	2,907	
Total current assets	97,653	98,336	
Property and equipment:	14.660	14.576	
Building, land and leasehold improvements	14,668	14,576	
Telecommunications systems & software	95,277 87 6	93,895 789	
Furniture and fixtures	6,898	3,842	
Systems in development		3,042	
	117,719	113,102	
Less allowance for depreciation and amortization	62,948	57,543	
	54,771	55,559	
Intangible assets, net	2,300	2,450	
odwill	4,753	4,753	
Óther assets	7,461	6,913	
Total assets	\$166,938	\$ 168,011	
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities:			
Accounts payable	\$ 747	\$ 312	
Accrued expenses	8,800	13,386	
Deferred revenue	3,713	3,753	
Income taxes payable	2,508	1,591	
Total current liabilities	15,768	19,042	
Non-current liabilities:	2 721	3,476	
Accrued pension liability	3,721 7,046	7,046	
Deferred income taxes	7,040		
Total non-current liabilities	10,767	10,522	
Commitments and contingencies			
Shareholders' equity:			
Preferred stock, \$.01 par value, 2,000,000 shares authorized, none issued and outstanding Common stock, voting, par value \$.01 per share, 35,000,000 shares authorized; 17,639,384 and		**	
17,581,625 shares issued at March 31, 2005 and December 31, 2004, respectively	176	176	
Additional paid-in capital	104,442	104,070	
Retained earnings	36,063	34,430	
Accumulated other comprehensive loss	(278)	(229)	
Total shareholders' equity	140,403	138,447	
Total liabilities and shareholders' equity	\$166,938	\$ 168,011	
TOWE TENDENGED AND DESCRIPTION AND ADMINISTRATION ADMINISTRATION AND ADMINISTRATION ADMIN			

See accompanying notes.

As permitted by Statement No.123, the Company currently accounts for share-based payments to employees using Opinion 25's intrinsic value method and, as such, generally recognizes no compensation cost for employee stock options. Accordingly, the adoption of Statement No. 123(R)'s fair value method will have a significant impact on the Company's results of operations, although it will have no impact on our overall financial position. The impact of adoption of Statement No. 123(R) cannot be predicted at this time because it will depend on levels of share-based payments granted in the future. However, had the Company adopted Statement No. 123(R) in prior periods, the impact of that standard would have approximated the impact of Statement No. 123 as described in the disclosure of pro forma net income and earnings per share in Note 2 to the Company's consolidated financial statements. Statement No. 123(R) also requires the benefits of tax deductions in excess of recognized compensation cost to be reported as a financing cash flow, rather than as an operating cash flow as required under current literature. This requirement will reduce net operating cash flows and increase net financing cash flows in periods after adoption.

Other Assets

In 2004 and 2005, the Company exchanged cash totaling \$1,500,000 and received secured convertible promissory notes (the "Notes") for the same amount from an early stage entity with whom the Company has a commercial relationship.

The Notes accrue interest at a rate of 15% per annum until April, 2005 and subsequently accrue interest at a rate of 12% per annum. Because of the early-stage nature of the entity, interest income from the notes is being accounted for as interest payments are received. The Notes, together with accrued interest, are due on July 23, 2007 and are secured by the entity's assets, properties and rights.

The Notes are convertible at any time into the borrower's common stock or preferred stock, as defined in the agreement.

Contingencies

Legal

In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of its wireless carrier customers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages as well as injunctive relief. If there is a ruling that the Company infringed the Freedom Wireless patents, it could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. The trial began on February 28, 2005 and is expected to be completed in mid-May 2005. In 2005, Verizon Wireless, which was a defendant in the case, reached a settlement with Freedom Wireless and is therefore no longer a defendant in the case. The Company was not part of the settlement discussions and the terms of the settlement are not public. The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art and other reasons.

The Company is not presently able to estimate the potential losses, if any, related to the Freedom Wireless lawsuit. Freedom Wireless is seeking damages in excess of \$250 million from the Company and the other remaining codefendants, whom bcgi has agreed to indemnify. If Freedom Wireless prevails in this case and is awarded the amount of damages which they are seeking from bcgi and the other co-defendants, this amount would exceed the Company's ability to pay.

From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, the Company can give no assurance that it will prevail. However, the Company does not believe

EX-31.1 7 dex311.htm SECTION 302 CEO CERTIFICATION

Exhibit 31.1

CERTIFICATIONS

, E. Y. Snowden, certify that:

- 1. I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
- 2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for the periods presented in this quarterly report;
- 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) Designed such internal control over financial reporting or caused such disclosure controls and procedures to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with generally accepted accounting principles.
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an quarterly report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
- 5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 9, 2005 /s/ E. Y. Snowden

E. Y. Snowden
President and Chief Executive Officer

EX-31.2 8 dex312.htm SECTION 302 CFO CERTIFICATION

Exhibit 31.2

I, Karen A. Walker, certify that:

- I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
- Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a
 material fact necessary to make the statements made, in light of the circumstances under which such statements were made,
 not misleading with respect to the period covered by this quarterly report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for the periods presented in this quarterly report;
- 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) Designed such internal control over financial reporting or caused such disclosure controls and procedures to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with generally accepted accounting principles.
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an quarterly report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
- 5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 9, 2005 /s/ Karen A. Walker

Karen A. Walker Vice President, Finance and Administration and Chief Financial Officer

EX-32 9 dex32.htm SECTION 906 CEO AND CFO CERTIFICATION

Exhibit 32

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q of Boston Communications Group, Inc. (the "Company") for the period ended March 31, 2005 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, E.Y. Snowden, President and Chief Executive Officer, and Karen A. Walker, Vice President, Finance and Administration and Chief Financial Officer, hereby certify, pursuant to 18 U.S.C. Section 1350, that:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date May 9, 2005

/s/ E. Y. Snowden

E.Y. Snowden

President & Chief Executive Officer

Date: May 9, 2005

/s/ Karen A. Walker

Karen A. Walker

Vice President, Finance and Administration

and Chief Financial Officer -

A signed original of this written statement required by Section 906 has been provided to Boston Communications Group, Inc., and will be retained by Boston Communications Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 4

UNITED STATES DISTRICT COURT DISTRICT OF MASSACHUSETTS

FREEDOM WIRELESS, INC.,

Plaintiff

v.

CIVIL ACTION NO.: 00-12234-EFH

BOSTON COMMUNICATIONS GROUP, INC., CINGULAR WIRELESS LLC, AT & T WIRELESS PCS, CMT PARTNERS and WESTERN WIRELESS CORPORATION Defendants.

JUDGMENT

September 1, 2005

HARRINGTON, S.D.J.

In accordance with the verdict of the jury returned on May 20, 2005 on the issues of infringement, invalidity and damages and in accordance with the Findings of Fact and Conclusions of Law of the Court issued on September 1, 2005, judgment is entered for the Plaintiff Freedom Wireless, Inc. against the Defendant Boston Communications Group, Inc. and Cingular Wireless LLC in the amount of \$122,000,000.00, against the Defendants Boston Communications Group, Inc. and AT & T Wireless PCS in the amount of \$4,900,000.00, against the Defendants Boston Communications Group, Inc. and CMT Partners in the amount of \$925,000.00, and against the Defendants Boston Communications Group, Inc. and Western Wireless Corporation in the amount of \$200,000.00, plus interest and costs.

SO ORDERED.

/s/ Edward F. Harrington
EDWARD F. HARRINGTON
United States Senior District Judge

Exhibit 5

UNITED STATES DISTRICT COURT DISTRICT OF MASSACHUSETTS

FREEDOM WIRELESS, INC.,

Plaintiff

v.

CIVIL ACTION NO.: 00-12234-EFH

BOSTON COMMUNICATIONS GROUP, INC., ET AL.,

Defendants.

ORDER REGARDING MOTION FOR ATTORNEYS FEES AND ENHANCED DAMAGES

October 13, 2005

HARRINGTON, S.D.J.

The Court denies Plaintiff Freedom Wireless, Inc.'s Motion for Attorneys Fees.

The Court also denies Plaintiff Freedom Wireless, Inc.'s Motion for Enhanced Damages. The Court declines to exercise its discretion to award enhanced damages against Defendant Boston Communications Group, Inc. Although the Court considers that the evidence fully supports the jury's finding that the Defendant Boston Communications Group, Inc., willfully infringed plaintiff's patents, it is the Court's judgment that the jury verdict constitutes a fair, reasonable and just compensation for such willful infringement of said patents by the Defendant Boston Communications Group, Inc.

SO ORDERED.

/s/ Edward F. Harrington
EDWARD F. HARRINGTON
United States Senior District Judge

Exhibit 6

UNITED STATES DISTRICT COURT FOR THE DISTRICT OF MASSACHUSETTS

FREEDOM WIRELESS, INC.,

Plaintiff.

CIVIL ACTION No. 00-CV-12234-EFH

BOSTON COMMUNICATIONS GROUP, INC., et al.,

Defendants.

DEFENDANT BOSTON COMMUNICATIONS' NOTICE OF APPEAL TO THE UNITED STATES COURT OF APPEALS FOR THE FEDERAL CIRCUIT

Notice is hereby given that defendant Boston Communications Inc. hereby appeals to the United States Court of Appeals for the Federal Circuit from the following:

the Court's order, entered February 25, 2002, granting Freedom's motion for a protective order to preserve the privileged status of documents sought by the subpoena on Litigation Risk Management, Inc., granting Litigation Risk Management, Inc.'s motion to quash, and denying Boston Communications' motion for *in camera* inspection of Litigation Risk Management's Documents;

the Court's order, entered February 25, 2002, denying Boston Communications and to compel production and for *in camera* review of patent prosecution documents;

the Court's Order, entered July 29, 2002, and its Memorandum, dated August 19, 2002, denying Boston Communications' motion for summary judgment based or lack of standing and the Court's rulings at trial, including the rulings on March 4, 2005 and on April 26, 2005, indicating that the Court had determined that plaintiff had standing;

the Court's Order, dated April 23, 2003, and its Memorandum and Order, dated April 23, 2003, construing certain terms in U.S. Patent No. 5,722,067 and U.S. Patent No. 6,157,823, and

ACT COURT

its Order, entered August 14, 2003, denying defendants' motion for reconsideration of the April 23, 2003 Order and the April 23, 2003 Memorandum and Order;

the Court's Order, dated August 5, 2004, denying (a) Boston Communications' motion for partial summary judgment of non-infringement, (b) Boston Communications' motion for partial summary judgment of invalidity, (c) Airtouch Communications, Inc.'s motion for summary judgment of non-infringement; and (d) Cellco Partnership, Bell Atlantic Mobile, Inc. and Airtouch Communications, Inc.'s motion for summary judgment of patent unenforceability due to inequitable conduct;

the Court's Order, dated October 1, 2004, denying in part defendants' motion to compel discovery relating to Freedom's decision to withhold prior art from PTO;

the Court's Order, entered December 9, 2004, denying Boston Communications' motion to compel Freedom to produce documents with respect to pending patent applications;

the Court's Order, dated April 27, 2005, granting Freedom's motion for clarification; the Court's Order, dated May 10, 2005, construing the terms "ANI" and "cause" and granting Freedom's motion for judgment as a matter of law regarding the on-sale bar of 35 U.S.C. § 102(b), Freedom's motion for judgment as a matter of law that Freedom's patents are not anticipated or rendered obvious by Cominex's letters, and Freedom's motion for judgment as a matter of law that Freedom's patents are not invalid (1) for indefiniteness, (2) for failure to set forth best mode, (3) for failure to enable, (4) because they were allegedly derived, or (5) for inadequate written description of outbound claims;

the Court's rulings, on May 12, 2005 and May 13, 2005, overruling defendants' objections to the jury instructions and denying defendants' request to give their proposed jury instructions;

the Judgment, entered September 1, 2005;

the Court's Findings of Fact and Conclusions of Law, dated September 1, 2005, finding that the patents-in-suit were not obtained by inequitable conduct;

the Court's Order, dated September 1, 2005, denying defendants' motion for remittitur and, in the alternative, motion for a new trial with respect to damages, and the Court's Order, dated September 27, 2005, denying defendants' motion for reconsideration of the September 1, 2005 Order;

the Court's Order for Permanent Injunctive Relief Pursuant to 35 U.S.C. § 283, dated October 12, 2005;

the Court's Order for Award of Costs, dated October 12, 2005;

the Court's Order for Award of Prejudgment Interest, dated October 12, 2005;

the Court's Order, dated October 13, 2005, granting Freedom's motion for an accounting:

the Court's Order, dated October 18, 2005, denying Boston Communications' and

Western Wireless's renewed motion for judgment as a matter of law or for new trial;

the Court's Order, dated October 19, 2005, denying defendants' renewed motion for judgment as a matter of law or for new trial;

and any other orders underlying the Judgment against defendants.

Boston Communications encloses a check in the amount of \$255, to cover the \$250 fee specified in the revised Miscellaneous Fee Schedule, and the \$5.00 fee required by 28 U.S.C. § 1917.

October 20, 2005

Respectfully submitted,

DEFENDANT BOSTON COMMUNICATIONS

INC.,

By its attorneys,

Michael B. Keating (BBO # 263360) Philip C. Swain (BBO # 544632)

FOLEY HOAG LLP

155 Seaport Boulevard

Boston, MA 02110

(617) 832-1000

Certificate of Service

I certify that I have caused the attached document to be served by hand on Paul Ware of Goodwin Procter LLP, counsel for plaintiff, by facsimile and by Federal Express on A. William Urquhart of Quinn Emanuel Urquhart Oliver & Hedges, LLP, counsel for plaintiff, and by email on counsel for all other parties, on October 20, 2005.

Exhibit 7

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 10549 FORM 10-0

(x) Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2002

() Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number: 0-28432

Boston Communications Group, Inc (Exact name of registrant as specified in its charter)

Massachusetts
(State or other jurisdiction of incorporation or organization)

04-3026859 (I.R.S. Employer Identification No.)

100 Sylvan Road, Woburn, Massachusetts 01801 (Address of principal executive offices Registrant's telephone number, including area code: (781)904-5000

(Former name, former address, former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes (X) No ()

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

As of August 1, 2002, the Company had outstanding 17,340,292 shares of common stock, \$.01 par value per share.

INDEX

PART I. FINANCIAL INFORMATION:

Item 1. Financial Statements (Unaudited)

Consolidated Balance Sheets

Consolidated Statements of Operations

Consolidated Statements of Cash Flows

Notes to Consolidated Financial Statements

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Certain Factors That May Affect Future Results

Item 3. Quantitative and Qualitative Disclosures About Market Risk

PART II. OTHER INFORMATION:

- Item 1. Legal Proceedings
- Item 4. Submission of Matters to a Vote of Security Holders
- Item 6. Exhibits and Reports on Form 8-K

This Quarterly Report contains forward-looking statements that involve risks and uncertainties, including without limitation, statements regarding the expected increase in subscriber base, average minutes of use (MOU) and Prepaid Wireless Services revenues, increase in MOUs resulting in increased volume discounts for carriers, leveraging fixed costs to yield higher Prepaid Wireless Services gross margins in 2002, reduction of unregistered roaming revenues, engineering, research and development, sales and marketing, general and administrative and depreciation and amortization expenses, the increase of days sales outstanding (DSO) and the source of funds for capital investments. The Company's actual results may differ significantly from the results discussed in the forward-looking statements.

Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believes," "anticipates," "plans," "expects," "intends," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

There are a number of important factors that could cause actual events or the Company's actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk" of this Quarterly Report on Form 10-Q. The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. The Company does not assume any obligation to update any forward-looking statements made herein.

Net cash provided by (used in) financing activities	
Increase (decrease) in cash and cash equivalents Cash and cash equivalents at beginning of period	
Cash and cash equivalents at end of period	
See accompanying notes.	
~DACES	

<PAGE>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Basis of Presentation

The accompanying unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and six-month periods ended June 30, 2002 are not necessarily indicative of the results that may be expected for the year ending December 31, 2002.

The balance sheet at December 31, 2001 has been derived from the audited financial statements at that date, but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 2001.

2. Special Charges

In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, the Company recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by the Company's outside counsel to be incurred in the defense of a patent infringement suit brought by Freedom Wireless. There can be no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed the Company's estimate. The Company believes that the claims made by Freedom Wireless are without merit and is vigorously defending the action. The components of the legal charges and payments are as follows (in thousands):

<TABLE>

Initial Additional charges Payments 12/31/00 charges Payment counsel to represent it. At this stage it is not possible to determine whether there is a valid claim for indemnification, or the likely outcome of such claim.

On July 26, 2002, a carrier customer sent a letter to the Company notifying the Company of the pendency of a lawsuit by one Philip S. Jackson against the carrier customer and seven other companies in the United States District Court for the Northern District of Illinois, alleging patent infringement by the defendants, in using, selling or offering to sell automated interactive telephone systems, voice messaging services or answering devices. The letter asserts that the Company must indemnify the carrier customer to the extent any of the claims in the complaint may relate to the services provided by the Company to the carrier customer pursuant to the Prepaid Wireless Calling Service Agreement and any other agreements between the carrier customer and the Company. The suit seeks damages in an unspecified amount. The Company is reviewing the matter. At this stage it is not possible to determine whether there is a valid claim for indemnification, or the likely outcome of such claim.

Item 4. Submission of Matters to a Vote of Security Holders

The Company held the 2002 Annual Meeting of Shareholders (the "Annual Meeting") on May 23, 2002. At the Annual Meeting, the following actions were taken:

1. The shareholders elected Paul J. Tobin, Brian E. Boyle and E.Y. Snowden as Class III Directors of the Company to serve three-year terms. The table below outlines the voting results:

	Number of Shares/Votes For	Withheld
Paul J. Tobin	14,231,148	1,528,703
Brian E. Boyle	14,212,429	1,529,422
E.Y. Snowden	14,212,678	1,529,173

In addition, Frederick J. von Mering, Paul R. Gudonis, Jerrold D. Adams, Gerald Segel and Rajendra Singh are continuing directors of the Company.

2. The shareholders ratified the appointment of Ernst & Young LLP as the Company's independent auditors by a vote of 14,391,524 shares of Common Stock for, 1,348,044 shares of Common Stock against and 2,283 shares of Common Stock abstained.

Item 6. Exhibits and Reports on Form 8-K

a) Exhibits

NONE

b) Reports on Form 8-K

NONE

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Boston Communications Group, Inc. (Registrant)

Date: August 14, 2002

By: /s/ Karen A. Walker Karen A. Walker Vice President, Financial Administration and Chief Financial Officer

(Principal Financial and Accounting Officer and Duly Authorized Officer)

STATEMENT PURSUANT TO 18 U.S.C.ss.1350

Pursuant to 18 U.S.C. ss.1350, each of the undersigned certifies that this Quarterly Report on Form 10-Q for the period ended June 30, 2002 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in this report fairly presents, in all material respects, the financial condition and results of operations of Boston Communications Group, Inc.

Date: August 14, 2002 /s/ E. Y. Snowden

E.Y. Snowden

Chief Executive Officer

Date: August 14, 2002 /s/ Karen A. Walker

Karen A. Walker, Vice President, Financial Administration and Chief

Financial Officer

Exhibit 8

BCGI Third Quarter 2002 Earnings Conference Call Leader, E. Y. Snowden ID #5417505 10/22/02

Date of Transcription: October 24, 2002

BCGI ID #5417505

Page 2

Operator:

Good afternoon. My name is Christie and I will be your conference facilitator. At this time I would like to welcome everyone to the Boston Communications Group 2002 Third Quarter Earnings Conference Call. All lines have been placed on mute to prevent any background noise.

After the speakers' remarks, there will be a question and answer period. If you would like to ask a question during this time, simply press star, then the number one on your telephone keypad. If you would like to withdraw your question, press star, then the number two on your telephone keypad. I would now like to turn the call over to Mr. Peter Seltzberg [PHONETIC]. Sir, you may begin your conference.

Mr. Seltzberg:

Thanks. Good afternoon everyone. And again, thanks for joining us today for BCGI's Third Quarter 2002 Conference Call. By now you should have had a chance to view today's press release, but if anyone still needs a copy, please call Rob Hyman at 212-445-8000 and request a fax or e-mail. Alternatively, view and download it at Boston Communication's corporate website, www.bcgi.net, at the end of the call.

On the line with us today are E.Y. Snowden, President and CEO, and Karen Walker, Chief Financial Officer of Boston Communications Group.

Please note that management is happy to speak privately with investors and analysts regarding overall strategy, industry trends, historical issues, however, more specific questions regarding updates on financial guidance or other material information will only be discussed in widely disseminated press releases or via open conference calls such as the one being held today.

I would also like to caution everyone that today's call discusses Boston Communication Group's business outlook, and may contain forward-looking statements. Particular forward-looking statements and all of the statements that may be made on this earnings call that are not historical facts are subject to a number of risks and uncertainties, and actual results may differ materially. Please refer to the Safe Harbor statement in today's press release and all filings with the SEC for more information on facts that could cause actual results to differ.

Document 24-3

BCGI ID #5417505

Page 8

revenue contributions for payment services since although we have already had success, we expect that it will take time for revenue to ramp. However, since payment services leverages much of our existing infrastructure, this is a relatively small investment for what we expect will be a sizable future revenue and income opportunity.

Not reflected in our pro forma guidance for Q4 and 2003 is our new accounting treatment for the Freedom Wireless legal costs. As we mentioned in today's release, because of additional unforeseen delays in the discovery timeframe for the Freedom Wireless offshoot, and the entry of the district court scheduling order which detailed the timeline for discovery and summary judgment motions, we have changed the manner which we accrue for these legal costs going forward. This new treatment does not reflect any change in our position on the case, and we remain confident that we do not infringe on the Freedom Wireless patents. and that the patents are invalid in light of prior art. Because the continued delays in the discovery timeframe have resulted in legal costs that have proven to be very difficult to reasonably estimate, we will account for Freedom Wireless legal costs as they are incurred, rather than accruing the entire amount when they are probable and reasonably estimable. This change had no impact on the third quarter, however, beginning in the fourth quarter of 2002, we expect to generate quarterly after-tax charges of approximately three cents per share for these legal costs until the matter is resolved. These costs will be separately identified in our financial statement. We have also arrived at revised terms with our outside counsel which should provide us greater assurance that the costs to defend our case do not differ materially from our estimates going forward.

E.Y. has talked to you today about the many exciting new opportunities for our business going forward and our overall strength in the marketplace. Signing on Nextel, the fifth largest carrier in the U.S., the renewal of our contract with Cincinnati Bell Wireless, and our continued success with our prepaid connection products are all testimony to our strength, and will be positively reflected in our future financial performance.

We have also stated that our competitive position has never been stronger and our pipeline is sound, supporting our confidence in

BCGI ID #5417505

Page 11

additional details on what you expect to happen over the next few months, and maybe a little bit more on the discovery situation.

Ms. Walker:

As I mentioned in my notes and in the press release as well, based on the new timeline, our discovery is still not complete. And we had originally expected that we would get the summary judgment by the end of this year, and it looks like it's going to be more about the end of Q2 – in that timeframe. So that's the primary reason for the increased costs. And again, I can't reiterate enough that our counsel and we feel very strong about our case, and our position has not changed one bit in that regard.

Steve:

Okay. And second, are there any details you can give us on short text messaging and its popularity with Free-Up and other prepaid plan subscribers?

Mr. Snowden:

Well, I can't without our good carrier customers having delivered public information on this regard. But I think we've highlighted before that indeed the teen-oriented services are certainly doing more than the General Services of America, but until they break out that data, we can't talk about it specifically.

Steve:

Okay. Thanks very much.

Operator:

Your next question comes from the line of Greg Gorbichenko of Luce Capital Markets.

Mr. Gorbichenko:

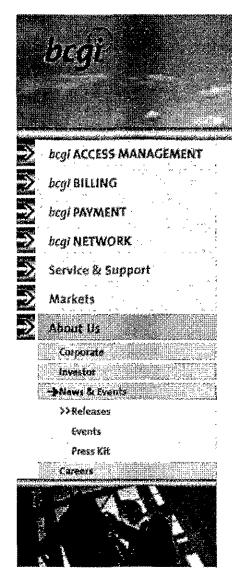
Hi, guys. How are you doing? I got a bunch of questions, but I'm sure I won't get them all in, so I'll just jump off with the biggest ones first. I was kind of excited about PCS and what's going on there with the ASL. It seems like there could be a big opportunity for you guys because I know for a fact that they're going to be deemphasizing the ASL program due to lack of success. So you've got a third of their subscribers, which could be about five million that are going to need a home somewhere if they want service. Have you guys thought about that at all? Is that baked into any guidance? Have you had any discussions there? And then I've got a follow-up. Thanks.

Mr. Snowden:

Well, sure we thought about it two ways, Greg. I think first is the indirect effect that by being a less aggressive competitor, our good carrier customers are doing more and getting more successful

Exhibit 9

DEMOS SEARCH



bcgi ABOUT US

Press: Releases

Investor Alert

BOSTON COMMUNICATIONS GROUP REPORTS THIRD QUARTER EARNINGS INCR

- Earnings of \$0.09 per share, up 51% from the third quarter of 2001 on a pr
- Signed multi-year contract with Nextel, bcgi's third Prepaid Wireless custon national carriers
- Renewed its contract with Cincinnati Bell Wireless to provide Prepaid Wirele Commerce Payment Services
- Signed a definitive agreement to acquire the assets of Infotech Solutions Cc a suite of solutions for handling all aspects of postpaid, prepaid and hybrid management
- Added 230,000 net new prepaid subscribers, bringing the total to 2.41 millic 2002
- Increasing fourth quarter 2002 guidance to \$0.11 to \$0.13 per share, on a percluding legal costs in connection with the Freedom Wireless suit of \$0.02

Woburn, MA - October 22, 2002 - Boston Communications Group, Inc. (Nasdaq: BCGI) today annot for the third quarter ended September 30, 2002 was \$1.5 million, or \$0.09 per share, compared to a not the third quarter of 2001 and an increase of 51% over proforma net income of \$1.0 million in the third results were ahead of the \$0.08 per share net income in the previous quarter and at the high end of the share guidance bcgi issued for the third quarter. Total revenues for the third quarter of 2002 were \$17 over total revenues for the third quarter of 2001 and consistent with the second quarter of 2002. bcgi strong with \$54 million in cash. Working capital is \$57 million as of September 30, 2002, a \$3 million in quarter of 2002.

Prepaid Wireless Services

bcgi generated record Prepaid Wireless revenues of \$14.5 million, a 30% increase over the third quart increase over the previous quarter. Average billed minutes of use (MoUs) per subscriber of 95 minute consistent with the second quarter, principally because of a higher proportion of subscribers being add the quarter as well as the seasonality of wireless in the typically slower third quarter. The leverage a of the Prepaid Wireless business model helped increase gross margins to 72%, an increase over 69% 2001 and consistent with the second quarter of 2002. bcgi added 230,000 net prepaid subscribers du with Company guidance.

Customer Acquisitions Confirm bcgi's Leadership Position

bogi recently signed Prepaid Wireless contracts with Nextel Communications, Inc. (NASDAQ: NXTL) €

Prepaid ConnectionSM customers and renewed its contract with Cincinnati Bell Wireless. Nextel, in as founders of the BOOST MobileT brand, announced the September launch of its pay-as-you-go, featur-California and Nevada. BOOST Mobile is a lifestyle-based telecommunications brand that will exclusimarket in the United States using the all-digital Nextel(R) National Network. bcgi Prepaid Wireless su enhanced features of BOOST Mobile's offering, including BOOST 2WAYÔ digital walkie-talkie service web access, 2-way text messaging, directory assisted call completion, caller ID and voicemail services SELFcare capabilities allow BOOST Mobile subscribers online access to their account information and anytime.

The three new Prepaid Connection customers include East Kentucky Network, LLC d/b/a Appalachiai Prestonsburg, Ky.; Cellular 29 Plus and Lyrix Wireless, both based in Southwest Iowa.

Cincinnati Bell Wireless, a wholly owned subsidiary of Broadwing, Inc. (NYSE: BRW), extended its co Wireless and *bcgi* Mobile Commerce Payment Services (MCPS). These offerings power Cincinnati Brinitiative, targeting youth subscribers.

"bcgi is delivering on the results we have promised to our shareholders. We continue to believe that a has never been stronger and the announcement of a new customer like Nextel, as well as the reaffirm relationship with Cincinnati Bell Wireless, support our assertion that our proven real-time transaction p unsurpassed in the marketplace. The renewal of Cincinnati Bell's MCPS further demonstrates the suc Services offerings," commented E.Y. Snowden, President & Chief Executive Officer.

Acquisition of Infotech Solutions Corporation

bcgi recently announced that it signed a definitive agreement to acquire the assets of Infotech Solutior privately held provider of billing software solutions for the wireless marketplace. Infotech will enable b solutions to wireless carriers for handling all aspects of postpaid, prepaid and hybrid subscriber managementensive point-of-sale capabilities, inventory management, real-time transaction processing for Commerce, proactive voice messaging, Web-based customer care, and payment processing. Whethe legacy software or implemented end-to-end, this suite of solutions will empower carriers to attract, retained subscribers while lowering the cost of customer care, payment processing and churn.

Freedom Wireless Update

Due to additional unforeseen delays in the discovery timeframe for the Freedom Wireless lawsuit and Court's Scheduling Order that details the timeline for discovery and summary judgment motions which September 26, 2002, bcgi has changed the manner which it accrues for legal costs related to the Free going forward. bcgi remains confident that it does not infringe the Freedom Wireless patents and that light of prior art. Because the continued delays in the discovery timeframe have resulted in legal costs very difficult to reasonably estimate, bcgi will account for Freedom Wireless legal costs as incurred rat entire amount when probable and estimable. This change had no impact on the third quarter however quarter of 2002, bcgi expects to generate quarterly after tax charges of \$0.02-\$0.03 per share per qua associated with the Freedom Wireless suit. "This change does not reflect any change in our position continue to vigorously defend against Freedom Wireless' unwarranted claims and to prosecute our ow Freedom Wireless and its patents. In addition, we have arrived at revised terms with our outside cour bcgi greater assurance that the costs to defend this case do not differ materially from our estimates go E. Y. Snowden.

Outlook

As a result of continued success year-to-date and the incremental growth that *bcgi* expects from new I *bcgi* is raising its pro forma earnings estimates for the full year 2002 to between \$0.31 and \$0.33 per s fourth quarter earnings estimates of \$0.11 to \$0.13 per share and excludes legal costs associated with lawsuit. In addition, *bcgi* expects annual 2003 earnings of between \$0.60-\$0.70 per share, before Fre costs. Commented E. Y. Snowden, "Our strong quarterly results demonstrate several material succes our strategy and we remain committed to delivering increased shareholder value. The addition of Nex carriers as *bcgi* customers, as well as the reaffirmation of Cinncinnati Bell Wireless' commitment to *bc* competitive strength. Our prospects for new customer acquisition have never been better, and we ren ability to bring on additional significant business. Furthermore, our recent acquisition of Infotech Solut stated mission to provide integrated subscriber management, billing and payment solutions and positic services into a broader, compelling suite of products to wireless carriers."

bcgi will be holding a conference call and Webcast at 5:00 PM today to discuss its second quarter res and CEO, E.Y. Snowden, and Chief Financial Officer, Karen A. Walker, will host the call. Parties inter call should dial 1-800-423-5972 at least 10 minutes prior to the start of the call. The conference call a accessed via the web at www.bcgi.net. For those unable to participate at the designated time, a repla days following the call via telephone at 1-800-642-1687 (conf id 5417505) and the web at www.bcgi.net.

ABOUT THE COMPANY

Boston Communications Group, Inc. (NASDAQ: BCGI), an S&P Small Cap (company and Russell 2000 Index company, is a leader in transaction proces real-time wireless subscriber management, payment services, billing and cut Through these solutions, bcgi delivers prepaid wireless, ATM recharge, mob other payment services. Founded in 1988, bcgi provides solutions to carrier: combination of industry-leading proprietary software applications, a highly sc processing platform, and its Intelligent Voice Services Network (IVSN). Throi real-time infrastructure, bcgi provides one or more of its services to approxim carriers and resellers, including five of the top six national carriers. bcgi's sof processing platform and IVSN make up bcgi's Prepaid Wireless service offer leader in one of the highest growth segments of the wireless communication handles approximately 2.9 billion minutes of service a year. Please visit the I http://www.bcgi.net.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This press release contains, in addition to historical information, forward-looking statem and uncertainties, including statements regarding bcgi's earnings estimates, estimated le Freedom Wireless lawsuit, the integration of Infotech Solutions and prospects for new cu: statements are based on management's current expectations and are subject to a number risks that could cause actual results to differ materially from those described in the forwa Among the important factors that would cause actual results to differ materially from tho forward-looking statements are an unfavorable judgment in the Freedom Wireless suit wi substantial damages and could significantly restrict bcgi's ability to conduct business, exp Freedom Wireless suit in excess of bcgi's estimates, outages in bcgi's Prepaid Wireless Se could result in significant financial penalties, the inability of bcgi to successfully support it Services Network (IVSN) and transaction processing platform, the adverse impact that fir difficulties of bcgi's customers may have on bcgi's future revenues and financial and oper number of new subscribers added to bcgi's prepaid service and the speed at which they a generated by subscribers, declines in demand for bcgi's Prepaid Wireless Services, bcgi's in the wireless telecommunications business, dependence on a limited number of custom change in the telecommunications industry and other markets in which bcgi does busines bcgi and its customers, the inability of bcgi to close the Infotech Solutions acquisition, dif Infotech Solutions, uncertainties associated with bcgi's ability to develop new products, s technologies, general global economic conditions and the risk factors detailed in bcgi's Fo ended June 30, 2002 and Form 10-K for the year ended December 31, 2001 filed with th Exchange Commission.

bcgi provides pro forma net income and pro forma net income per share data as addition operating results. These measures are not in accordance with, or an alternative for, gene accounting principles and may be different from pro forma measures used by other comp

Company Contact:	FRB\Weber Shandwick NY:
Dan Brosnan	Alison Ziegler, General Inqu
Investor Relations - bcgi	8432
(781) 904-5410	Peter Seltzberg, Investor Inquiries (;

email: dbrosnan@bcgi.net

BOSTON COMMUNICATIONS GROUP, INC. AND SUBSIDIA

CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share amounts)

Three Months Ended

	9/30/02	<u>9/30/01</u> (Unau	<u>9/30</u> dited)
Revenues:			
Prepaid wireless services	\$14,522	\$11,169	\$4
Roaming services	1,743	3,109	
Prepaid systems	3,148	1,690	
Eliminations	(2,087)	(81)	<u>(3</u>
	17,326	15,887	4
Expenses:			
Cost of prepaid wireless services	4,134	3,458	1
revenues Cost of roaming services revenues	1,674	2,556	
Cost of prepaid wireless services -	•	•	
special charge Cost of prepaid systems revenues	444	3,629 761	
Engineering, research and	2,286	1,794	
development			
Sales and marketing	976	905	
General and administrative	<u>1,433</u>	1,350	4,
Income before depreciation, amortization, interest	10 <u>,947</u>	<u>14.453</u>	_3!
	6,379	1,434	1
and taxes	4 255	2 026	
Depreciation and amortization Operating income (loss)	<u>4,255</u> 2,124	<u>3,936</u>	1
Interest income	402	(2,502) 546	1,
Other expense - special charge		(894)	Τ,
Income (loss) before income taxes	2,526	(2,850)	
Provision (benefit) for income taxes		(1,140)	
Net income (loss)	\$1,516	(\$1,710)	\$1
Net income (1033)	\$1,510	(91,710)	<u> </u>
Basic Income (Loss) Per Share:	-	-	
Net income (loss) per common share	\$0.09	(\$0.10)	
Shares used in computing basic net income	\$0.02	140120)	
(loss) per common share	***	-	
Diluted Income (Loss) Per Chares	<u>17,080</u>	<u> 17,112</u>	1
Diluted Income (Loss) Per Share:	*0 00	(40.40)	
Net income (loss) per common share	\$0.09	<u>(\$0.10)</u>	
Shares used in computing diluted net income (loss) per common share	<u>-</u>	_	

17,518 17,112 1

BOSTON COMMUNICATIONS GROUP, INC. AND SU PRO FORMA (1) CONSOLIDATED STATEMENTS OF **OPERATIONS**

(In thousands, except per share amounts)

	•		
	Pro Fo	rma	
	Three Montl	ns Ended	Nit
	9/30/02	9/30/01	9/30,
		(Unaud	dited)
Revenues:			
Prepaid wireless services	\$14,522	\$11,169	\$4(
Roaming services	1,743	3,109	•
Prepaid systems	3,148	1,690	:
Eliminations	(2,087)	(81)	(3,
	17,326	15,887	49
Expenses:			
Cost of prepaid wireless services	4,134	3,458	1;
revenues		2 556	
Cost of roaming services revenues	1,674	2,556	
Cost of prepaid systems revenues	444	761	:
Engineering, research and development	2,286	1,794	(
Sales and marketing	976	905	:
General and administrative	1,433	_1,350	4.3
	10,947	10,824	3;
Income before depreciation, amortization,			
interest and taxes	6,379	5,063	1.
Depreciation and amortization	<u>4,255</u>	<u>3,936</u>	1:
Operating income	2,124	1,127	
Interest income	<u>402</u>	<u>546</u>	1,4
Income before income taxes	2,526	1,673	:
Provision for income taxes	<u>1,010</u>	<u>669</u>	:
Net income	<u>1,516</u>	<u>1,004</u>	=
Diluted Income Per Share:	→	-	
Net income per common share	\$0.0 9	\$0.06	٤
Shares used in computing net income per	30105	40.00	
Shares used in computing her income per	No. of	→	
common share	17,518	17,957	<u>1:</u>

Notes to Pro Forma Consolidated Statements of Operations:

⁽¹⁾ The above pro forma consolidated statements of operations exclude the effects of th

For the nine months ended September 30, 2002, a special pre-tax charge of \$3.3 million that represents the estimated fees bcgi will incur to defend the patent infringement suit t Wireless.

For the three and nine months ended September 30, 2001, special charges of \$3.6 millio most of which represents the estimated fees bcgi will incur to defend the patent infringer Freedom Wireless, and \$894,000 primarily for the write-off of a cost-based, minority owr

BOSTON COMMUNICATIONS GROUP, INC. AND SU GAAP TO PRO FORMA CONSOLIDATED STATEMENT **OPERATIONS RECONCILIATION**

(In thousands, except per share amounts)

Nine Months Ended 2002

> (Unaudit Profor adjustme

Revenues:	GAAP	
Prepaid wireless services	\$40,982	
Roaming services		
Prepaid systems	5,017	
Eliminations	7,438	
CHITHINGUOUS	(3,697)	-
F	49,740	
Expenses:		
Cost of prepaid wireless services revenues	12,095	
Cost of roaming services revenues	4,715	
Cost of prepaid wireless services - special		
charge	3,297	
Cost of prepaid systems revenues	1,735	
Engineering, research and development	6,363	
Sales and marketing	3,082	
General and administrative	4,374	
	35,661	
Income before depreciation, amortization, interest and taxes		
	14,079	:
Depreciation and amortization	<u>12,876</u>	
Operating income	1,203	;
Interest income	1,214	_
Income before income taxes	2,417	;
Provision for income taxes	<u>966</u>	_
Net income	<u>\$1,451</u>	<u>\$1</u>

Diluted Income Per Share:	_
Net income per common share	\$0.0 <u>8</u>
Shares used in computing net income per common share	<u>17,499</u>

BOSTON COMMUNICATIONS GROUP, INC. AND SU

GAAP TO PRO FORMA CONSOLIDATED STATEMENT **OPERATIONS RECONCILIATION**

(In thousands, except per share amounts)

Three Months Ended 2001

> (Unaudit Profo adjustme

	GAAP	
Revenues:	37111	
Prepaid wireless services	\$11,169	
Roaming services	3,109	
Prepaid systems	1,690	
Eliminations	<u>(81)</u>	_
	15,887	
Expenses:		
Cost of prepaid wireless services revenues	3,458	
Cost of roaming services revenues	2,556	
Cost of prepaid wireless services - special		
charge	3,629	
Cost of prepaid systems revenues	761	
Engineering, research and development	1,794	
Sales and marketing	905	
General and administrative	1,350	***
	14,453	;
Income before depreciation, amortization, interest and taxes		
	1,434	:
Depreciation and amortization	<u>3,936</u>	-
Operating income (loss)	(2,502)	:
Interest income	546	
Other expense - special charge	<u>(894)</u>	

⁽¹⁾ Results for the nine months ended September 30, 2002 exclude a special pre-tax cha legal expenses, which represents the estimated fees bcgi will incur to defend the patent i brought by Freedom Wireless.

Income (loss) before income taxes	(2,850)	
Provision (benefit) for income taxes	(1,140)	
Net income (loss)	<u>(\$1,710)</u>	<u>\$2</u>
	_	
Diluted Income Per Share:	_	
Net income per common share	<u>(\$0.10)</u>	
Shares used in computing net income per common share	<u> 17,112</u>	

BOSTON COMMUNICATIONS GROUP, INC. AND SU GAAP TO PRO FORMA CONSOLIDATED STATEMENT OPERATIONS RECONCILIATION

(In thousands, except per share amounts)

Nine Months	Ended 2001
(Unaudit Profoi
a	djustme

	GAAP	
Revenues:		
Prepaid wireless services	\$37,636	
Roaming services	9,661	
Prepaid systems	5,919	
Eliminations	(<u>1,223)</u>	
	51,993	
Expenses:		
Cost of prepaid wireless services revenues	11,231	
Cost of roaming services revenues	8,213	
Cost of prepaid wireless services - special		
charge	3,629	
Cost of prepaid systems revenues	2,196	
Engineering, research and development	6,000	
Sales and marketing	3,445	
General and administrative	4,687	
	<u>39,4</u> 01_	.;

⁽¹⁾ Results for the three months ended September 30, 2001 exclude a special charge of expenses, most of which represents the estimated fees *bcgi* will incur to defend the pater brought by Freedom Wireless, and \$894,000 primarily for the write-off of a cost-based, r investment.

	12,592	3
Depreciation and amortization	11,756	
Operating income	836	3
Interest income	1,892	
Other expense - special charge	(894)	
Income before income taxes	1,834	
Provision for income taxes	<u>732</u>	
Net income	<u>\$1,102</u>	<u>\$2</u>
Diluted Income Per Share:	-	
Net income per common share	\$0.0 6	
Shares used in computing net income per common share	<u>17,476</u>	

⁽¹⁾ Results for the nine months ended September 30, 2001 exclude a special charge of \$ expenses, most of which represents the estimated fees bcgi will incur to defend the pater brought by Freedom Wireless, and \$894,000 primarily for the write-off of a cost-based, n investment.

SEGMENT INFORMATION

(\$ in thousands)

		Prepaid			
	Quarter ended	Wireless	Roaming Services	PrepaidSystems	
	September 30,	Services			Elim.
•	2002 Revenues Gross margin	<u>\$14,522</u> 10,388	\$1,743 69	\$3, <u>148</u> 1,431	\$(2,0i \$(8
	Gross margin percentage	<u>72%</u>	4%	<u>45%</u>	
	2001 Revenues Pro forma gross margin Pro forma gross margin	\$11,169 	\$3,109 553	\$1,690 880	<u>\$()</u> ()
	percentage			-	
		<u>69%</u>	<u> 18%</u>	<u>52%</u>	

CONSOLIDATED BALANCE SHEET DATA

(in thousands)

ASSETS

September <u>30,</u>

	<u>2002</u>
	(Unauc
Current assets: Cash and short-term investments Accounts receivable, net of allowance for lling adjustments and	\$54,119
doubtful accounts of \$882 in 2002 nd \$1,169 in 2001 Inventory Prepaid expenses and other assets Deferred income taxes Total current assets	12,903 845 1,286 1,385 70,538
Property and equipment, net	41,836
Goodwill and other assets Total assets	1,839 \$114,213
LIABILITIES AND SHAREHOLDERS' QUITY	÷n
Current liabilities: Accounts payable and accrued kpenses	\$13,756
Current maturities of capital lease oligations	
Total current liabilities	13,756
Deferred income taxes	3,040
Shareholders' equity: Common stock and additional paid-in apital Accumulated deficit Total shareholders' equity Total liabilities and shareholders'	98,236 <u>(819)</u> 97,417 \$114,213



equity

Exhibit 10

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 10549

FORM 10-Q

☑ Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended September 30, 2002

☐ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number: 0-28432

Boston Communications Group, Inc. (Exact name of registrant as specified in its charter)

Massachusetts (State or other jurisdiction of incorporation or organization) 04-3026859 (I.R.S. Employer Identification No.)

100 Sylvan Road, Woburn, Massachusetts 01801 (Address of principal executive offices)

Registrant's telephone number, including area code: (781)904-5000

(Former name, former address, former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes 🗵 No 🗆

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

As of October 21, 2002, the Company had outstanding 17,383,351 shares of common stock, \$.01 par value per share.

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INDEX

		Page
PARTI, F	INANCIAL INFORMATION:	
Item 1.	Financial Statements (Unaudited)	
	Consolidated Balance Sheets	3
	Consolidated Statements of Operations	4
	Consolidated Statements of Cash Flows	5
	Notes to Consolidated Financial Statements	6
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	11
	Certain Factors That May Affect Future Results	17
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	19
Item 4.	Controls and Procedures	20
PART II. C	OTHER INFORMATION:	
Item 1.	Legal Proceedings	20
Item 6.	Exhibits and Reports on Form 8-K	21

This Quarterly Report contains forward—looking statements that involve risks and uncertainties, including without limitation, statements regarding the prepaid subscriber base, average billed minutes of use (MOU) and Prepaid Wireless Services revenues, after tax charges for legal costs associated with the Freedom Wireless suit, increase in MOUs resulting in increased volume discounts for carriers, leveraging fixed costs to yield higher Prepaid Wireless Services gross margins in 2002 and beyond, roaming revenues, engineering, research and development, sales and marketing, and depreciation and amortization expenses, general and administrative expenses and the source of funds for capital investments. The Company's actual results may differ significantly from the results discussed in the forward—looking statements.

Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believes," "anticipates," "plans," "expects," "intends," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

There are a number of important factors that could cause actual events or the Company's actual results to differ materially from those indicated by such forward—looking statements. These factors include, without limitation, those set forth under the captions "Notes To Consolidated Financial Statements", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk" in this Quarterly Report on Form 10—Q. The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. The Company does not assume any obligation to update any forward—looking statements made herein.

The Company adopted the new rules on accounting for goodwill in the first quarter of 2002. The Company has performed the first of the required impairment tests of goodwill and determined that its goodwill was not impaired upon the adoption of FAS 142. The Company will perform the annual impairment test in the fourth quarter. The goodwill is attributable to the Prepaid Wireless Services segment. The effect of no longer amortizing goodwill under FAS 142 is as follows:

Document 24-4

(in 000's, except per share amounts)		onths ended mber 30, 2001		iths ended iber 30, 2001
Reported net income (loss) Goodwill amortization	\$1,516 —	(\$ 1,710) 151	\$1,451 —	\$1,102 453
Adjusted net income (loss)	1,445	(1,559)	1,451	1,555
Basic earnings per share				
Reported net income Goodwill amortization	0.09	(0.10) 0.01	0.08	0.06 0.03
Adjusted net income	0.09	(0.09)	0.08	0.09
Diluted earnings per share				
Reported net income Goodwill amortization	0.09	(0.10)	0.08	0.06 0.03
Adjusted net income	\$ 0.09	(\$ 0.09)	\$ 0.08	\$ 0.09

In June 2001, the FASB issued SFAS No. 143, "Accounting for Asset Retirement Obligations" (FAS 143), which addresses accounting and reporting for legal obligations associated with the retirement of tangible long-lived assets that result from acquisition, construction, development and (or) the normal operation of a long-lived asset, except for lease obligations. The Company is required to adopt FAS 143 in the first quarter of fiscal 2003. The impact of such adoption is not expected to be material to the Company's consolidated financial statements.

In July 2002, the FASB issued SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities" (FAS 146), which supercedes EITF 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)" and addresses financial accounting and reporting for costs associated with exit or disposal activities. Under this pronouncement, a liability for a cost associated with an exit or disposal activity must be recognized when the liability is incurred. Severance pay, in many cases, would be recognized over time rather than up front. If the benefit arrangement requires employees to render future service beyond a "minimum retention period," a liability should be recognized as employees render service over the future service period even if the benefit formula used to calculate an employee's termination benefit is based on length of service. The Company is required to adopt FAS 146 on December 31, 2002. The impact of such adoption is not expected to be material to the Company's consolidated financial statements.

Contingencies—Legal

In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of wireless carriers. The suit alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief, which could significantly restrict the Company's ability to conduct its business if the Company is found to have infringed the Freedom Wireless patents. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement. The suit is currently in the discovery phase. The Company does not believe that it infringes these patents and believes that it has meritorious defenses to the action.

In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, the Company recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by the Company's outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable discovery process, which has made it difficult to reasonably estimate legal costs in the suit, the Company has decided to account for Freedom Wireless legal costs as incurred in the future rather than accrue the entire amount of such costs when they become probable. This accounting treatment had no impact on the third quarter of 2002. However, beginning in the fourth quarter of 2002, the Company expects to generate quarterly after tax charges of approximately \$550,000 per quarter for legal costs associated with the Freedom Wireless suit until it is resolved. There can be no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed the Company's estimate. If Freedom Wireless were to prevail in the case, the amount of the damages could be substantial and the Company's business, financial condition and results of operations would be materially adversely affected.



On July 26, 2002, a carrier customer sent a letter to the Company notifying the Company of the pendency of a lawsuit brought by Philip S. Jackson against the carrier customer and seven other companies in the United States District Court for the Northern District of Illinois. The suit alleges patent infringement by the defendants in using, selling or offering to sell automated interactive telephone systems, voice messaging services or answering devices. The letter asserts that the Company must indemnify the carrier customer to the extent any of the claims in the complaint relate to the services provided by the Company to the carrier customer pursuant to the Prepaid Wireless Calling Service Agreement and any other agreements between the carrier customer and the Company. The suit seeks damages in an unspecified amount. The Company has retained outside counsel. At this stage it is not possible to determine whether there is a valid claim for indemnification, or the likely outcome of such claim.

Item 6. Exhibits and Reports on Form 8-K

a) Exhibits

NONE

b) Reports on Form 8-K

NONE

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Boston Communications Group, Inc. (Registrant)

Date: November 14, 2002

By: /s/ Karen A. Walker

Karen A. Walker

Vice President, Financial Administration and Chief Financial Officer (Principal Financial and Accounting Officer and Duly Authorized Officer)

STATEMENT PURSUANT TO 18 U.S.C. §1350

Pursuant to 18 U.S.C. §1350, each of the undersigned certifies that this Quarterly Report on Form 10-Q for the period ended September 30, 2002 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in this report fairly presents, in all material respects, the financial condition and results of operations of Boston Communications Group, Inc.

Date: November 14, 2002

/s/ Edward H Snowden

Edward H. Snowden President and Chief Executive Officer

Date: November 14, 2002

/s/ Karen A. Walker

Karen A. Walker Vice President, Financial Administration and Chief Financial Officer

CERTIFICATIONS

I, Edward H. Snowden, certify that:

- I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
- 2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
- Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material
 respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly
 report;
- 4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our
 evaluation as of the Evaluation Date;
- 5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record,
 process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls;
 and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
- 6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 14, 2002

/s/ Edward H. Snowden

Edward H. Snowden President and Chief Executive Officer

I, Karen A. Walker, certify that:

- I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
- Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary
 to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period
 covered by this quarterly report;
- Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material
 respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly
 report;
- 4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
- 5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
- 6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 14, 2002 /s/ Karen A. Walker

Karen A. Walker Vice President, Financial Administration and Chief Financial Officer

Exhibit 11

BOSTON COMMUNICATIONS GROUP INC. 4TH QUARTER AND FULL YEAR 2002 Leader, E. Y. Snowden ID# 7504722 02/05/03

Date of Transcription: February 8, 2003

Page 2

Operator:

Good afternoon, and welcome to Boston Communications 4th Quarter and Full Year 2002 conference call. All lines have been placed on mute to prevent any background noise. After the speakers' remarks, there will be a question and answer period. Instructions for registering your question will be given at that time. Now I will turn the call over to Peter Selzburg with FRB. Mr. Selzburg, please begin.

Peter Selzburg:

Thanks. Good afternoon, everyone, and thank you again for joining us today. By now you should have had a chance to view today's press release, but if anyone still needs a copy please call to (212) 445-8453 and request a fax or email. Alternatively, you may want to download it at the Boston Communications corporate website: www.bcgi.net. On the line with us today are E. Y. Snowden, President and CEO, and Karen Walker, Chief Financial Officer of Boston Communications Group.

Please note that management is happy to speak privately with investors and analysts regarding overall strategy, industry trends, and historical issues; however, more specific questions regarding updates and financial guidance or other material information will only be discussed in widely disseminated press releases or via open conference calls such as the one being held today. I'd also like to caution everyone that today's call discusses Boston Communication Group's business outlook and may contain forward-looking statements. Particularly forward-looking statements and all other statements that may be made on this earnings call that are not historical fact are subject to a number of risks and uncertainties, and actual results may differ materially. Please refer to the Safe Harbor statement in today's press release and all filings with the SEC for more information on facts that could cause actual results to differ.

Without further delay now, I'd like to turn the call over to E.Y. Snowden. Please go ahead, E.Y.

E.Y. Snowden:

Well, thank you, Peter, and welcome to the Boston Communications Group's 4th quarter and calendar year 2002 conference call. We are happy to be talking with you today about our outstanding financial results, our success in executing on and exceeding our strategic goals for 2002, and about our position going into 2003 with unprecedented momentum.

Now I'd like to spend some time talking in more detail about our outlook for 2003. As noted in the release, we are increasing the lower end of our guidance resulting in earnings guidance of \$0.64-\$0.70 per share before legal charges. This compares to our previous guidance of \$0.60-\$0.70 and is about double '02 earnings. If the legal costs to defend the Freedom Wireless suit continues throughout 2003, we expect that GAAP EPS should range between \$0.52-\$0.58 per share, about triple 2002 GAAP earnings. Note that we expect we will continue to generate quarterly after-tax legal charges of approximately \$0.03 per share until the Freedom Wireless matter is resolved. I should also note that the timing of the case remains on track, and we still expect that summary judgment motions will be submitted sometime during the second quarter of this year. There are no other developments to report and there has been no change to our position in this case. We remain confident that we do not infringe on the Freedom Wireless patents and that the patents are invalid in light of prior art.

As we stated in today's press release, most of our new business in 2002 was launched in the latter part of the year and, therefore, we believe our billing and transaction processing services business is very well positioned to deliver on these financial objectives.

For the first quarter of 2003, we expect earnings to range between \$0.13 and \$0.15 per share before legal charges. This guidance reflects continued growth in BTPS, offset by the return of the systems business revenues to more typical levels of about \$1.5 million per quarter. Our guidance does reflect the previouslyannounced investment in our payment services business, which we expect to be \$0.01-\$0.02 per quarter after tax for the near term. We have not factored in any significant revenue contribution for payment services in '03 since, although we have already enjoyed much success with new distribution arrangements and customer acceptance of our newest payment service products, we believe that it will take time for these revenues to ramp. However, since payment services leverages much of our existing infrastructure, this is a relatively small investment for what we expect will be a future revenue and income opportunity.

We reiterate the expected growth rate we provided in October for a

Exhibit 12

10-K 1 d10k.htm FORM 10-K

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 333-4128

BOSTON COMMUNICATIONS GROUP, INC.

(Exact Name of Registrant as Specified in its Charter)

MASSACHUSETTS

(State or Other Jurisdiction of Incorporation or Organization)

04-3026859 (I.R.S. Employer Identification No.)

100 Sylvan Road, Suite 100, Woburn, Massachusetts (Address of Principal Executive Office)

(Zip Code)

Registrant's telephone number, including area code: (781) 904-5000

Securities registered pursuant to Section 12(b) of the Act:

None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, par value \$.01 per share

Indicate by check mark whether registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES 🗵 NO 🗆

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. \(\square\)

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-

2) YES ⊠ NO □

The approximate aggregate value of the voting stock held by non-affiliates of the registrant, computed by reference to

Document 24-4

Filed 12/02/2005

Page 2 of 66 Page 26 of 37

the closing sales price of such stock quoted on the Nasdaq National Market on June 28, 2002 was \$123,861,973. The number of shares outstanding of the Registrant's common stock, \$.01 par value per share, as of March 20, 2003 was 17,644,706.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of registrant's definitive proxy statement for its 2003 Annual Meeting of Stockholders are incorporated by reference into Part III (Items 10, 11, 12 and 13) of this Annual Report on Form 10-K.

This Annual Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding our continued investment in our payment services business, the expected increase in subscriber base, average minutes of use and billing and transaction processing services revenues, the increase in minutes of use resulting in increased volume discounts for carriers, billing and transaction processing services gross margins, decreases in roaming services revenues, prepaid systems revenues and gross margins estimates, increases in engineering, research and development expenditures, increases in sales and marketing expenses, decreases in general and administrative expenses, legal expenses for the Freedom Wireless lawsuit, increases in depreciation and amortization expense, decreases in interest income and our income tax rate and increases in capital investments. These statements are based on the beliefs and assumptions of management.

Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Certain Factors That May Affect Future Results", "Quantitative and Qualitative Disclosures About Market Risk" and those set forth in Items 1 and 3 of Part I of this Annual Report on Form 10-K. The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made herein.

Item 1. BUSINESS

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GENERAL

Boston Communications Group, Inc. ("bcgf" or the "Company") has provided services to wireless carriers since our incorporation in Massachusetts in 1988. Since 1991, we have offered our real-time subscriber management solutions through a combination of proprietary software applications, a carrier-class hosted environment and high quality service and support. One or more of our services are provided to more than 70 wireless carriers and resellers, including five out of the six largest national wireless carriers by number of subscribers-Verizon Wireless, Cingular Wireless, AT&T Wireless, Nextel Communications and Sprint PCS.

HISTORY OF OUR SERVICE OFFERINGS

In 1991, we launched our bcgi ROAMERplus™ service to wireless carriers. This solution provides wireless carriers with the ability to better serve their subscribers by offering unregistered roamers the ability to complete calls. This service has generated over \$85 million in revenues for carriers since 1991.

We introduced our bcgi Prepaid Wireless Services offering in mid-1994. Since then, this offering has become the cornerstone of our real-time subscriber management capabilities. Domestically, we offer prepaid wireless on an outsourced service bureau basis to wireless carriers, similar to an application service provider business model. Our solution provides several critical features to carriers and enables them to rapidly and cost-effectively deploy prepaid wireless services to their customers. Our nationwide prepaid roaming capability, a feature that many carriers and competitors do not offer, allows our carrier customers to offer prepaid services that mirror their postpaid coverage area. We currently provide prepaid wireless services, branded as Prepaid Wireless for large operators and Prepaid Connection for regional carriers, to several U.S. carriers, including Verizon Wireless, Cingular Wireless, Nextel Communications, Alltel Corporation, Cincinnati Bell Wireless, Dobson Cellular Systems, Inc., and more than 20 wireless carriers and resellers. Our existing contracts to provide prepaid wireless services generally have terms of two to three years.





prepaid systems business such as software development, product management and sales support. We also have 31 other leased facilities throughout the United States that house a portion of our voice nodes and certain equipment for our network.

The following list comprises our significant leased facilities:

Location	Square Footage	Expiration Date
Woburn, Massachusetts	62,787	October 2003–February 2006
Westbrook, Maine	6.400	September 2003

Item 3. LEGAL PROCEEDINGS

In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. A ruling that we infringed the Freedom Wireless patents could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement. The suit is still in the discovery phase. We do not believe that we infringe these patents and we believe that we have meritorious defenses to the action.

We recorded a special charge in the fourth quarter of 2000 of \$2.6 million, in the third quarter of 2001 of \$3.6 million and in the first quarter of 2002 of \$3.3 million, principally to accrue for legal expenses estimated by our outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. The lengthy and unpredictable discovery process has made it difficult for us to reasonably estimate legal costs in this suit. As a result, we are now accounting for Freedom Wireless legal costs as incurred rather than accruing the entire amount of such costs when they become probable. For the fourth quarter of 2002, we recorded \$998,000 in legal charges associated with the Freedom Wireless suit. We also expect to continue to spend up to \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. There can be no assurances that our expenses to defend the Freedom Wireless suit will not exceed our estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial condition and results of operations would be materially adversely affected.

In December 1999, Crystal, Inc., a former supplier of one of our subsidiaries, filed a suit against us in the United States District Court for the Northern District of Iowa. We signed a purchase contract with Crystal for an unspecified number of components in 1997, pursuant to which Crystal became our sole supplier for a certain system component in 1997 and early 1998. We subsequently changed suppliers. Currently, the suit alleges that we breached the confidentiality clause of the contract and made fraudulent misrepresentations to Crystal. The court granted our motion for summary judgment dismissing Crystal's breach of contract claim, but did not dismiss the fraudulent misrepresentation claim. Crystal has alleged actual damages of approximately \$12,000 and seeks punitive damages in an amount to be determined. The trial is scheduled for May 2003.

On January 4, 2002, a carrier customer notified us that they believed we should indemnify them with respect to certain claims pending in a patent infringement case brought by Ronald A. Katz Technology Licensing, L.P. ("Katz") against the carrier customer in the United States District Court for the Eastern District of Pennsylvania. In the suit, the plaintiff claimed infringement of fourteen patents by the defendants, and sought damages in an unspecified amount. Katz and the carrier customer settled the suit in February 2003. No demand on us has been made by the carrier customer. At this stage it is not possible to determine whether there is a valid claim for indemnification, or the likely outcome of such claim.

On July 26, 2002, a carrier customer sent a letter to us notifying us of a pending lawsuit brought by Philip S. Jackson against the carrier customer and seven other companies in the United States District Court for

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on the 27th day of March 2003.

BOSTON COMMUNICATIONS GROUP, INC.

By:

/s/ E. Y. Snowden

E. Y. Snowden President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ E. Y. Snowden	President, Chief Executive	March 27, 2003
E. Y. Snowden	Officer and Director	
/s/ Karen A. Walker	Vice President, Finance and	March 27, 2003
Karen A. Walker	— Administration (Principal Financial and Accounting Officer)	
/s/ PAUL J. TOBIN	Chairman of the	March 27, 2003
Paul J. Tobin	Officer and Director Vice President, Finance and Administration (Principal Financial and Accounting Officer) Chairman of the Board of Directors Vice Chairman of the Board of Directors Director Director Director Director March 27, 2003 March 27, 2003	
/s/ Brian E. Boyle		March 27, 2003
Brian E. Boyle	Board of Directors	
/s/ Frederick E. von Mering	Director	March 27, 2003
Frederick E. von Mering		
/s/ JERROLD D. ADAMS	Director	March 27, 2003
Jerrold D. Adams		
/s/ PAUL R. GUDONIS	Director	March 27, 2003
Paul R. Gudonis	Paul R. Gudonis	
/s/ GERALD SEGEL	Director	March 27, 2003
Gerald Segel	<u> </u>	
/s/ GERALD McGowan	Director	March 27, 2003
Gerald McGowan	<u>—</u>	
Daniel Somers	Director	March 27, 2003

CERTIFICATIONS

I, E. Y. Snowden, certify that:

- 1. I have reviewed this annual report on Form 10-K of Boston Communications Group, Inc.;
- Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
- Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
- The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
 - presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date:
- The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
- The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: March 27, 2003	/s/ E. Y. Snowden
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E. Y. Snowden President and Chief Executive Officer

I, Karen A. Walker, certify that:

- 1. I have reviewed this annual report on Form 10-K of Boston Communications Group, Inc.;
- 2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
- 4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
 - presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
- 5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
- 6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: March 27, 2003 /s/ KAREN A. WALKER

Karen A. Walker Vice President, Finance and Administration and Chief Financial Officer

Exhibit 13

Page 33 of 37



BOSTON COMMUNICATIONS GROUP REPORTS RECORD EARNINGS AND EXCEEDS EXPECTATIONS FOR THE FIRST QUARTER OF 2003

- Generated record GAAP Earnings of \$0.18 per share for the first quarter (which includes \$0.03 per share in legal costs, primarily associated with the Freedom Wireless lawsuit), exceeding Company's guidance
- Increased 2003 annual GAAP guidance to \$0.78 to \$0.80 per share up from \$0.52 to \$0.58 per share, both of which include \$0.12 per share in estimated legal costs
- Record first quarter revenues reached \$23.1 million, up 53% from the same period a year ago
- Added 455,000 net new prepaid subscribers in the first quarter, bringing subscriber count to 3.35 million, up 69% from the first quarter of 2002
- Increased average monthly MoUs to 106, a 22% increase over the first quarter of 2002

Woburn, MA - April 16, 2003 - Boston Communications Group, Inc. (Nasdaq: BCGI) today announced that its consolidated GAAP net income for the first quarter ended March 31, 2003 totaled \$3.3 million, or \$0.18 per share, which includes \$915,000 in legal charges, or \$0.03 per share after taxes, primarily to defend the Freedom Wireless suit. These record earnings were up 64% sequentially over the 2002 fourth quarter GAAP earnings of \$0.11 per share. In the first quarter of 2002, the Company reported a net loss of \$1.5 million, or \$0.09 per share, which included \$3.3 million in pre-tax legal charges, or \$0.11 per share. Total revenues for the first quarter increased 53% to \$23.1 million from \$15.0 million in the first quarter of 2002 and increased 9% from \$21.1 million in the fourth quarter of 2002.

Billing and Transaction Processing Services

Billing and Transaction Processing Services, which include the Company's Prepaid Wireless Services, Voyager Billing and Customer Care, and Payment Services, generated record revenues of \$21.1 million in the first quarter of 2003, a 74% increase over the first quarter of 2002 and an 18% increase over the 2002 fourth quarter. The increase in revenues, which have a corresponding low incremental cost, contributed to higher gross margins on Billing and Transaction Processing Services Revenues of 76%, compared to 68% in the first quarter of 2002 and 73% in the fourth quarter of 2002. The higher than expected revenues and corresponding gross margins were principally due to very strong net prepaid subscriber additions of 455,000 for the quarter. Total prepaid subscribers on the platform are now 3.35 million, a 69% increase over March 31, 2002.

"Our outstanding performance for the quarter reflects the solid positioning of our Billing and Transaction Processing Services business. The strength of our prepaid subscriber additions for the quarter continues to validate our carrier customers' success in selling to the under-penetrated youth and budget conscious segments with attractive prepaid customer propositions that are based on solid carrier economics. This year in particular, gross additions across most all of our carrier customer programs continued with nice momentum well beyond the typical end of

Page 2

holiday promotions. More and more, our carriers are offering a rich consumer experience with postpaid-like features using our real-time rating, billing, and customer care solutions that are generating new growth while reducing operational costs and churn," commented E. Y. Snowden, President and CEO.

Freedom Wireless Update

During the quarter ended March 31, 2003, the Company incurred \$915,000 in legal costs, or approximately \$0.03 per share after taxes, primarily for the continued defense of the Freedom Wireless patent infringement suit. These costs are in line with previous guidance and are expected to continue at this level until the matter is resolved. There are no developments to report on the case and exact timing of procedures has not been determined. There has also been no change to the Company's position on the case and *bcgi* remains confident that it does not infringe the Freedom Wireless patents and that the patents are invalid in light of prior art.

Outlook

"Our tremendous growth in first quarter subscriber additions was the key factor in our earnings growing more than 60% compared to the fourth quarter of 2002. Although we are now entering the seasonally slower second and third quarters, we believe that our carrier's commitment to prepaid and our business model and value proposition will continue to position *bcgi* for growth and healthy profits. As a result, we are raising our annual 2003 earnings guidance," commented Karen A. Walker, Chief Financial Officer.

The Company is raising its 2003 GAAP earnings to \$0.78 to \$0.80 per share, which includes an estimate of \$0.12 per share in legal costs primarily to defend the Freedom Wireless lawsuit. This guidance is more than four times higher than the Company's 2002 annual GAAP earnings of \$0.19 per share. For the second quarter of 2003, the Company anticipates GAAP earnings of \$0.19 to \$0.20 per share, which includes \$0.03 per share in estimated legal costs. "Our business model continues to be validated and our overall financial position, with \$48.6 million in cash and investments and no debt, gives us the strength to capitalize on weaknesses across the telecommunications industry. This is evidenced by our recent building purchase that will initially house our second data center and our ability to continue to attract and retain top talent across our organization," commented Ms. Walker.

Mr. Snowden concluded, "We are obviously very pleased with our performance for the quarter and as a leader in real-time billing and transaction processing services, we feel that we are well positioned to continue to execute on our business plan. By serving both the largest national carriers and the smaller regional U.S. carriers who have just begun to gain momentum with their prepaid offerings, we look forward to continuing to competently provide them the best platform to demonstrate competitive success in a challenging industry."

The Company will be holding a conference call and Webcast at 5:00PM on Wednesday, April 16, 2003 to discuss results for the period ended March 31, 2003 and management's outlook. The Company's President and CEO, E.Y. Snowden, and Chief Financial Officer, Karen A. Walker, will host the call. Parties interested in listening to the call should dial 1-800-423-5972 at least 10 minutes prior to the start of the call. For those unable to participate at the designated time, a replay will be available for 30 days following the call via telephone at 1-800-642-1687 (conf id 9584673) and for one year on the web at www.bcgi.net.

ABOUT THE COMPANY

Boston Communications Group, Inc. (NASDAQ: BCGI), an S&P Small Cap 600 Index company and Russell 2000 Index company, is a leader in transaction processing solutions for real-time wireless subscriber management, payment services, billing and customer care. Through these solutions, bcgi delivers prepaid and postpaid billing, ATM recharge, mobile commerce and other payment services. Founded in 1988, bcgi provides solutions to carriers through a combination of industry-leading proprietary software applications, a highly scalable transaction processing platform, and its end-to-end implementation model. Through this nationwide real-time infrastructure, bcgi provides one or more of its services to approximately 70 wireless carriers and resellers, including five of the top six national carriers. bcgi handles more than four billion minutes of service a year. Please visit the bcgi Web site at http://www.bcgi.net.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This press release contains, in addition to historical information, forward-looking statements that involve risks and uncertainties including statements regarding earnings per share estimates and estimates of future legal expenses. Such statements are based on management's current expectations and are subject to a number of uncertainties and risks that could cause actual results to differ materially from those described in the forward-looking statements. Among the important factors that would cause actual results to differ materially from those indicated by such forward looking statements are the loss of a customer or certain of their markets, specifically, Verizon Wireless and Cingular Wireless who represented 51% and 27%, respectively, of the Company's consolidated revenues for the three months ended March 31, 2003, or greater than expected pricing reductions from major carrier customers, an unfavorable judgment in the Freedom Wireless suit which could result in substantial damages and could significantly restrict *bcgi's* ability to conduct business, as well as the others factors that may affect future operating results detailed in *bcgi's* annual report on Form 10-K for the year ended December 31, 2002 filed with the Securities and Exchange Commission.

Company Contact:	FRB\Weber Shandwick NY:
Dan Brosnan Investor Relations - bcgi (781) 904-5410 email: dbrosnan@bcgi.net	Alison Ziegler, General Inquiries (212) 445-8432 Peter Seltzberg, Investor Inquiries (212) 445-8457

BOSTON COMMUNICATIONS GROUP, INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (In thousands, except per share amounts)

Revenues:	Three Mont 3/31/03 (Unauc	3/31/02
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Billing and transaction processing services	\$21,074	\$12,139
Roaming services	937	1,583
System sales	<u>1,056</u>	1,320
P	23,067	15,042
Expenses:	1.000	2.040
Cost of billing and transaction processing revenues	4,990	3,869
Cost of roaming services revenues	914	1,452
Cost of system revenues	<u>567</u>	<u>703</u>
Total cost of revenues	<u>6,471</u>	<u>6,024</u>
Gross margin	16,596	9,018
Engineering, research and development	2,869	1,973
Sales and marketing	1,567	1,129
General and administrative	1,885	1,418
General and administrative – legal expense (1)	915	3,297
Depreciation and amortization	4,392	4,128
Total operating expenses	11,628	11,945
Operating income (loss)	4,968	(2,927)
Interest income	336	411
Income (loss) before income taxes	5,304	(2,516)
Provision (benefit) for income taxes	<u>2,016</u>	(1,006)
Net income (loss)	\$3,288	\$(1,510)
(Least)	_ <u></u>	<u></u>
Basic Net Income (Loss) Per Share:		
Net income (loss)	_\$0.19	(\$ 0.09)
Weighted average common shares outstanding	17,479	17,157
Diluted Net Income (Loss) Per Share:		<u>. 1.2.1.2 / .</u>
Net income (loss)	\$0.18	ረቁ በ በባነ
• ,		<u>(\$ 0.09)</u>
Weighted average common shares outstanding	<u>18,340</u>	<u>17,157</u>

Notes to Condensed Consolidated Statements of Operations:

(1) General and administrative – legal expenses consists of \$915,000 and \$3.3 million for the three months ended March 31, 2003 and 2002, respectively, primarily for legal fees to defend the patent infringement suit brought by Freedom Wireless.

SEGMENT INFORMATION (\$ in thousands and unaudited)

Quarter ended March 31,	Billing and Transaction Processing Services	Roaming Services	Systems	Total
2003				
Revenues	<u>\$21,074</u>	<u>\$937</u>	\$1,056	<u>\$23,067</u>
Gross margin	16,084	23	489	16,596
Gross margin percentage	<u>76%</u>	<u>2%</u>	<u>46%</u>	<u>72%</u>
2002				
Revenues	<u>\$12,139</u>	<u>\$1,583</u>	<u>\$1,320</u>	\$15,042
Gross margin	8,270	131	617	9,018
Gross margin percentage	<u>68%</u>	<u>8%</u>	<u>47%</u>	60%

CONDENSED CONSOLIDATED BALANCE SHEET DATA (in thousands and unaudited)

ASSETS Current assets:	March 31 2003	<u>December 31,</u> <u>2002</u>
Cash and short-term investments	\$48,593	\$55,075
Accounts receivable, net of allowance for billing adjustments and	,	44-7,
doubtful accounts of \$1,065 in 2003 and \$966 in 2002	18,132	15,739
Prepaid expenses and other assets Deferred income taxes	3,306	2,328
Total current assets	1,603	<u>1,603</u>
Total cultent assets	71,634	74,745
Property and equipment, net	55,099	44,896
Goodwill and other assets	5,085	5,114
Total assets	<u>\$131,818</u>	<u>\$124,755</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	<u>\$20,819</u>	<u>\$19,564</u>
Total current liabilities	20,819	19,564
Deferred income taxes	3,452	3,452
Shareholders' equity:		
Common stock and additional paid-in capital	103,173	100,653
Retained earnings	4,374	_1,086
Total shareholders' equity	107,547	101,739
Total liabilities and shareholders' equity	<u>\$131,818</u>	\$124,755
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Exhibit 14

BCGI First Quarter Earnings Release Conference Call Leader, Ely Snowden ID #9584673 04/16/03

Date of Transcription: April 19, 2003

Page 3 of 39

Operator:

Good afternoon. My name is Amanda and I will be your conference facilitator. At this time I would like to welcome everyone to BCGI First Quarter Earnings Release Conference Call. All lines have been placed on mute to prevent any background noise.

After the speakers' remarks, there will be a question and answer period. If you would like to ask a question during this time, simply press star, then the number one on your telephone keypad. If you would like to withdraw your question, press star, then the number two. Thank you. Ms. Nicholas, you may begin your conference.

Ms. Nicholas:

Good afternoon. By now you should have had a chance to view today's press release. If anyone still needs a copy, please call us at 212-445-8453 and request a fax or e-mail. Alternatively, you can view and download the release at the Boston Communications Group corporate website at www.bcgi.net. On the line with us today are Ely Snowden, President and CEO, and Karen Walker, Chief Financial Officer of Boston Communications Group.

Please note that management is happy to speak privately with investors and analysts regarding overall strategy, industry trends and historical issues. However, more specific questions regarding updates on financial guidance or other material information will only be discussed on widely disseminated press releases or via open conference calls such as the one being held today.

I would also like to caution everyone that various remarks that the company may make about the company's future expectations, plans and prospects constitute forward-looking statements for purposes of the Safe Harbor provisions under the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by these forward-looking statements as a result of various important factors including those discussed in Form 10-K for the year ended December 31, 2002, which is on file with the SEC. In addition, any forward-looking statements represent our views only as of today, April 16, 2003, and should not be relied upon as representing our views as of any subsequent date. While we may elect to update forward-looking statements at some point in the future, we specifically disclaim any obligation to do so even if our estimates change, and therefore you should not rely on these forward-looking statements as

BCGI ID #9584673

Page 3

representing our views as of any subsequent dates. Now without further delay, I would like to turn the call over to Ely Snowden. Please go ahead, Ely.

Mr. Snowden:

Thank you, Allison. And again, welcome to Boston Communications Group First Quarter 2003 Conference Call. We're happy to be talking with you today about yet another recordbreaking quarter with outstanding financial results, success in strategic goals, and unprecedented momentum. A quarter ago amongst all the good financial news we had to talk about on our last conference call, the one element that I chose to single out was the top line. If you recall, our fourth quarter 2002 year over year revenue growth of almost 50% for the enterprise as a whole, and more than 60% in our billing and transaction processing services business, stood out in the slower growing wireless industry as testimony to the strong position that our customers' products targeting teams(?), budget conscious and credit challenge had captured in their overall product portfolios. This quarter I am even happier to note that the top line is accelerating with year over year revenue growth of 53% for the enterprise, and 74% in our billing and transaction processing services business. And why not? We're helping the best carriers in America by giving them the tools to unlock the potential of the highest growth opportunities left in wireless, and to profitably serve them with lower operating costs. It is this complete package of BCGI's capabilities that is helping our carrier customers to achieve the best of quantity and quality. And each of quantity and quality are evident in two of the important record-breaking metrics for our prepaid business this quarter. Quarter end subscribers of 3.35 million, a 69% increase over a year ago, March 31, 2002, and average usage per subscriber of 106 minutes per month, up another 22% from the first quarter of 2002.

A particularly pleasant surprise this quarter was the sustained growth we experienced as growth additions across most all of our carrier customer programs continued with nice momentum well beyond the typical end of holiday promotion. This could be attributed to the concept we've discussed before. That the prepaid product category has become a much more central part of our carriers' product portfolios. A very good example of this is a brand new promotion going on right now where Cingular Wireless and McDonald's are promoting KIC, Keep in Contact, Cingular's

BCGI ID #9584673

Page 7

depreciated during the quarter. Capital expenditures totaled 14.6 million dollars for the quarter, which includes about 9.0 million dollars for the purchase of our building.

Our balance sheet continues to remain strong with cash and shortterm investments of about 49 million dollars as of March 31st, and our DSO was within target at 73 days compared to 69 days at December 31st.

I'd now like to spend some time talking in more detail about our outlook for the remainder of 2003. As noted in the release, we are increasing our GAAP earnings guidance to 78 to 80 cents per share, which includes after-tax quarterly legal charges of approximately three cents per share until the Freedom Wireless matter is resolved. This compares to our previous GAAP guidance of 52 to 58 cents, and is more than 4X '02 GAAP earnings. I should note that we remain confident that we do not infringe on the Freedom Wireless patents, and that the patents are invalid in light of prior art. During this year, the court has been conducting procedures which are standard for patent cases, and the completion of these procedures dictate the timing of our summary judgment motions and other procedures regarding the case. As we have stated in the past, we expected to file summary judgment motions sometime during this quarter and hear the results of those motions at a later date. Although this may still happen, there are no firm dates or schedules as to when motions can be filed and then decided upon. Thus, although we believe that our case continues to progress well, and that there's been no change to our position in the case, there are no developments to report at this time.

For the second quarter of '03 we expect GAAP earnings to range between 19 to 20 cents per share, including legal charges of three cents per share. This guidance reflects continued growth in BTPS, although at lower levels as we enter the seasonally slow second and third quarters. Our guidance continues to reflect our investment in payment services, which we expect to be one to two cents per share, per quarter for the near term. In addition, it reflects additional operating costs to own and move our data center into the new building. As we highlighted in our March 14th press release announcing the purchase of our Bedford building, the long-term economics of this facility are extremely attractive, and its premier, high-end telecommunications, electrical and mechanical equipment

Exhibit 15

10-Q 1 d10q.htm FORM 10-Q

Table of Contents

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 10549

FORM 10-Q

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the quarterly period ended March 31, 2003

or

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number: 0-28432

Boston Communications Group, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts

04-3026859

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

100 Sylvan Road, Woburn, Massachusetts 01801

(Address of principal executive offices)

Registrant's telephone number, including area code: (781) 904-5000

(Former name, former address, former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2)

Yes 🖾

No 🗆

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

As of May 7, 2003 the Company had outstanding 18,059,848 shares of common stock, \$.01 par value per share.

INDEX

PART I. FINANCIAL INFORMATION:

Item 1. Financial Statements (Unaudited)

Condensed Consolidated Balance Sheets
Condensed Consolidated Statements of Operations
Condensed Consolidated Statements of Cash Flows
Notes to Condensed Consolidated Financial Statements

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Certain Factors That May Affect Future Results

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Item 4. Controls and Procedures

PART II. OTHER INFORMATION:

Item 1. Legal Proceedings

Item 6. Exhibits and Reports on Form 8-K

This Quarterly Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding annual earnings per share, our continued investment in our payment services business, the expected increase in subscriber base, average billed minutes of use and billing and transaction processing services revenues, pricing discounts for carriers, billing and transaction processing services gross margins, decreases in roaming services revenues, increases in engineering, research and development expenditures, sales and marketing expenses, decreases in general and administrative expenses, legal expenses for the Freedom Wireless lawsuit, increases in depreciation and amortization expense, decreases in interest income and increases in capital investments. These statements are based on the current beliefs and assumptions of management.

Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk". The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made herein.

Had compensation expense for the Company's stock plans been recorded consistent with SFAS No. 123, the pro forma net income (loss) and net income (loss) per share would have been as follows for the three months ended March 31:

	2003	2002
		ands, except information)
Net income (loss) as reported	\$ 3,288	\$ (1,510)
Add: Stock-based employee compensation expense included in reported net income (loss)		_
Deduct: Total stock based employee compensation expense determined under fair value based method for all awards, net of tax benefit	644	628
Pro forma net income (loss)	\$ 2,644	(\$ 2,138)
Basic net income (loss) per share:		
As reported	\$ 0.19	\$ (0.09)
Pro forma	\$ 0.15	\$ (0.12)
Diluted net income (loss) per share:		
As reported	\$ 0.18	\$ (0.09)
Pro forma	\$ 0.14	\$ (0.12)

3. Contingencies

Legal

In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. A ruling that the Company infringed the Freedom Wireless patents could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. The suit is still in the discovery phase. The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art in addition to other meritorious defenses to the action.

In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, the Company recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by its outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable discovery process, which has made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, the Company began accounting for costs related to this case as incurred. As a result, in the fourth quarter of 2002 and the first quarter of 2003, the Company recorded a charge of \$998,000 and \$915,000, respectively, primarily for legal expenses incurred for the suit brought by Freedom Wireless.

Since the timing of ongoing court proceedings is not firmly fixed, the Company expects to continue to spend up to approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. There can be no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed its estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and the Company's business, financial condition and results of operations would be materially adversely affected.

In December 1999, Crystal, Inc., a former supplier of one of the Company's subsidiaries filed a suit against the Company in United States District Court for the Northern District of Iowa. The suit alleged breach of contract, misappropriation of trade secrets, tortious interference with contracts, and fraudulent misrepresentation and sought an injunction and damages in excess of \$1 million. The claims for misappropriation of trade secrets and tortious interference with contracts and the claim for injunction were

voluntarily dismissed. The court granted summary judgment in favor of the Company on the breach of contract claim. Trial on the remaining claim of fraudulent misrepresentation was scheduled for late May of 2003. On May 1, 2003, the Company entered into a settlement agreement in which the Company agreed to pay \$162,500 to Crystal in exchange for dismissal of the lawsuit. The Company's accrued expenses at March 31, 2003 include amounts to pay this settlement.

From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, the Company can give no assurance that it will prevail. However, the Company does not believe that any of these current matters (other than as disclosed) will have a material adverse effect on its consolidated financial position, although an adverse outcome of any of these matters could have a material adverse effect on its consolidated results of operations or cash flows in future quarters or in the quarter or annual period in which one or more of these matters are resolved.

Indemnifications

In November 2002, the FASB issued Interpretation No. 45 Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others (FIN 45), which requires certain guarantees to be recorded at fair value as opposed to the current practice of recording a liability only when a loss is probable and reasonably estimable. FIN 45 also requires a guarantor to make significant new guaranty disclosures, even when the likelihood of making any payments under the guarantee is remote. The Interpretation's initial recognition and initial measurement provisions are applicable on a prospective basis to guarantees issued or modified after December 31, 2002.

The Company has agreed to indemnification provisions in certain of its agreements with customers and its leases of real estate in the ordinary course of its business.

With respect to customer agreements, these provisions generally obligate the Company to indemnify the customer against losses, expenses, liabilities and damages that may be awarded against the customer in the event the Company's systems or services infringe upon a patent or other intellectual property right of a third party. The agreements generally limit the scope of and remedies for such indemnification obligations in certain respects, including but not limited to geographical limitations, the right to replace or modify an infringing product or service, and the right to terminate the agreement and refund a portion of the original purchase price if a remedy is not commercially practical. The Company believes its internal development processes and other policies and practices limit its exposure related to the indemnification provisions of these agreements. In addition, the Company requires its employees to sign confidentiality and rights in work product agreements, which assign the rights to its employees' development work to the Company.

With respect to real estate leases, these indemnification provisions typically apply to claims asserted against the landlord by a third party relating to personal injury and property damage occurring at the leased premises or to certain breaches of the Company's contractual obligations. The term of these indemnification provisions generally survive the termination of the lease, although the exposure is greatest during the lease term and for a short period of time thereafter. The maximum potential amount of future payments that the Company could be required to make under these indemnification provisions is unlimited. The Company has purchased insurance that reduces the amount of such exposure for landlord indemnifications. The Company has never paid any amounts to defend lawsuits or settle claims related to these landlord indemnification provisions. Accordingly, the Company believes the estimated fair value of these indemnification arrangements is minimal.

4. Earnings (Loss) Per Share

The following table sets forth the computation of basic and diluted net income (loss) per share for the three months ended (in thousands, except per share amounts):

EX-99.1 3 dex991.htm CHIEF EXECUTIVE OFFICER CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350

Exhibit 99.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q of Boston Communications Group, Inc. (the "Company") for the period ended March 31, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, E.Y. Snowden, President and Chief Executive Officer, hereby certifies, pursuant to 18 U.S.C. Section 1350, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to Boston Communications Group, Inc., and will be retained by Boston Communications Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Date: May 15, 2003

/s/ E.Y. SNOWDEN

E.Y. Snowden
President and Chief Executive Officer

EX-99.2 4 dex992.htm CHIEF FINANCIAL OFFICER CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350

Exhibit 99.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q of Boston Communications Group, Inc. (the "Company") for the period ended March 31, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Karen A. Walker, Vice President, Finance and Administration and Chief Financial Officer, hereby certifies, pursuant to 18 U.S.C. Section 1350, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to Boston Communications Group, Inc., and will be retained by Boston Communications Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Date: May 15, 2003

/s/ KAREN A. WALKER

Karen A. Walker

Vice President, Finance and Administration and Chief Financial Officer

Exhibit 16

BCGI BCGI 2nd Quarter Earnings Call Leader, E.Y. Snowden ID#1556222 07/16/03

Date of Transcription: June 7, 2005

BCGI ID#1556222

Page 2

Operator:

Good afternoon. My name is Katina and I will be your conference facilitator today. At this time I would like to welcome everyone to the Boston Communications Group Second Quarter 2003 earnings conference call. All lines have been placed on mute to prevent any background noise. After the speaker's remarks there will be a question and answer period. If you would like to ask a question during this time, simply press star then the number one on your telephone keypad. If you would like to withdraw your question, press star and then the number two on your telephone keypad. Thank you.

Mr. Saltzburg you may begin your conference.

Peter Saltzburg:

Thanks. By now you should have all had the chance to view today's press release, but if anyone still needs a copy please call us at 212.445.8453 and request a fax or E-mail alternatively view and download it at Boston Communications Group's corporate web site www.bcgi.net.

On the line with us today are E.Y. Snowden, President and CEO; Karen Walker, Chief Financial Officer of Boston Communications Group.

Please note that management is happy to speak privately with investors and analysts regarding overall strategy, industry trends and historical issues, however more specific questions regarding updates and financial guidance or other material information will only be discussed in widely disseminated press releases or by open conference call such as the one being held today.

I would also like to caution everyone that various remarks that the company might make about the company's future expectations, plans and prospects constitute forward-looking statements for the purposes of the Safe Harbor provisions under the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by those forward-looking statements as the result of various important factors, including those discussed in the Form 10-Q for the three months ended March 31, 2003 and Form 10-K for the year ended December 31, 2002, which are on file with the SEC.



Page 3

In addition any forward-looking statements represent our view only as of today and should not be relied upon as representing our views as of any subsequency [sic]. While we may elect to update forward-looking statements at some point in the future, we specifically disclaim any obligation to these even if our estimates change and, therefore, you should not rely on these forwardlooking statements as representing our views as of any date subsequent to today.

Now without further delay I would like to turn the call over to E.Y. Snowden. Please go ahead E.Y.

E.Y. Snowden:

Thank you Peter and again welcome to Boston Communication Group's Second Quarter 2003 conference call.

We will be talking with you today about another record breaking quarter at BCGI as well as an update on our Verizon Wireless contract negotiations. For the second quarter of 2003 our record results include record GAAP earnings per share of \$0.22; up 183% from the second quarter of last year. Corporate revenues of \$26.4 million; up 53% from second quarter 2002; billing and transaction processing services revenues of \$24.1 million up 68% from a year ago. Average uses per subscriber of 113 minutes per month, up 19% from second quarter '02; and a customer base of 3.58 million subscribers, up 64% from June 30, 2002. As a result of this strong performance the company's financial condition has never been stronger.

As we have stated in public disclosures our contract with Verizon wireless is scheduled to be renegotiated in 2003. During the course of our contract renegotiation we were asked to attend a meeting late Friday afternoon at Verizon Wireless offices and during the meeting we were given a formal request intended to become an addendum to our contract to provide support services to assist Verizon Wireless in testing its own internal prepaid platform in 2004.

While they did not intend to make a public announcement of this, they stated that we were free to, as long as they approved any language we would use. Today we received that approval for the language in this press release.

BCGI ID#1556222

Page 7

business. I should note that our execution on our move to our second data center in our new building has been first rate and on time. We continue to be very excited and pleased about the infrastructure and resources that our new facilities bring us, as well as the long term positive economics.

Capital expenditures totaled \$8.9 million for the quarter bringing our year-to-date total to \$23.5 million. Our balance sheet continues to remain strong with cash and short term investments of about \$56 million as of June 30th and no debt.

Cash increased due to our strong profits as well as a substantial decrease in DSO from 73 days to 64 days at June 30th, much better than our expected target and caused by the timing of some large receipts at the end of the quarter.

Our working capital also increased by about \$6 million due principally to accounts payable related to capital purchases that were received near the end of the quarter and not yet paid for.

I would now like to spend some time talking in more detail about our outlook for the remainder of 2003. As noted in today's release we are increasing our GAAP earnings guidance to \$0.87-\$0.88/share compared with our previous guidance of \$0.78-\$0.80/share. This guidance includes after tax quarterly legal charges of approximately \$0.03/share until the Freedom Wireless matter is resolved.

We remain confident that we do not infringe the Freedom Wireless patents and that the patents are invalid and unenforceable in light of prior art and other reasons. At the appropriate time we expect to file summary judgment motions, but the specific timing as to when motions can be filed and then decided upon is not definitive. We believe that our case continues to progress well and there has been no change to our position in the case.

For the third quarter of '03 we expect GAAP earnings to range between \$0.23 and \$0.24/share including the legal charges of \$0.03/share. This guidance reflects growth and BTPS, which is tempered by our traditional seasonally slow third quarter. Our guidance also continues to reflect our investment in our payment services business. Our revised guidance reflects expected year-

BCGI ID#1556222

Page 18

Carlo Kinnell:

I had some questions on the lawsuit. Is Verizon currently named in

this Freedom Wireless lawsuit?

Karen Walker:

They and a number of our carrier customers are yes.

Carlo Kinnell:

Could you summarize some of the other carriers that are named?

Karen Walker:

Oh I believe Verizon, Cingular, AT&T Wireless. I think Rogers AT&T was removed from the case. Those are the big ones Carlo.

E.Y. Snowden:

I recall the case dated three years ago and I think they in essence looked at our customer list and named everyone they saw.

Carlo Kinnell:

In your estimation with their internalization, the prepaid system, increase or decrease the merit of their defense?

E.Y. Snowden:

It is not really appropriate for us to comment on the case broadly. Only this I will say, which is I think a fair public statement that as we have been battling this lawsuit it has been on the fundamental premise that our counsel and even other counsel we have retained to research this issue has found that in fact we don't in fringe these patents. And not only do we not infringe them, but they are invalid in light of priority, etc. The non-infringement is based upon the definition of the patent's claim. If we lose this suit it could only be because a court upholds a definition for those claims that is broader than what our counsel believes to be the case. And if that broader definition in fact were supported in the lawsuit, there isn't a prepaid platform that uses switches to help route calls for prepaid treatment that wouldn't be subject to a patent.

Carlo Kinnell:

Thus far in the discovery are you finding that the claims by Freedom are discriminatory, in other words, AT&T potential amount would be ten times that of BCGI, do you have any knowledge to that effect?

Karen Walker:

I am not aware of anything of that nature.

Carlo Kinnell:

Okay and a separate question: do you have any estimation of the capital expenditure that Verizon has spent to develop this fledging system and what they might have to spend to replicate what BCGI has spent?

Exhibit 17

10-Q 1 d10q.htm FORM 10-Q

Table of Contents

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 10549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES **EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2003

 \mathbf{or}

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES **EXCHANGE ACT OF 1934**

Commission file number: 0-28432

Boston Communications Group, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts (State or other jurisdiction of incorporation or organization)

04-3026859 (I.R.S. Employer Identification No.)

100 Sylvan Road, Woburn, Massachusetts 01801 (Address of principal executive offices)

Registrant's telephone number, including area code: (781) 904-5000 (Former name, former address, former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes \(\sime\) No \(\sime\)

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2) YES ⊠ NO □

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

As of August 6, 2003 the Company had outstanding 18,191,335 shares of common stock, \$.01 par value per share.

INDEX

PART I. FINANCIAL INFORMATION:

Item 1. Financial Statements (Unaudited)

	Condensed Consolidated Balance Sheets Condensed Consolidated Statements of Operations Condensed Consolidated Statements of Cash Flows Notes to Condensed Consolidated Financial Statements	3 4 5 6
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	
	Certain Factors That May Affect Future Results	20
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	24
Item 4.	Controls and Procedures	24
PART II.	OTHER INFORMATION:	
Item 1.	Legal Proceedings	25
Item 4.	Submission of Matters to a Vote of Security Holders	26
Item 6.	Exhibits and Reports on Form 8-K	26

This Quarterly Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding annual earnings per share, our continued investment in our payment services business, the expected increase in subscriber base, average monthly billed minutes of use per subscriber (includes minutes of use processed by our platform from which we earn revenues), growth of our billing and transaction processing services revenues, pricing discounts for carriers, billing and transaction processing services gross margins, decreases in roaming services revenues, engineering, research and development expenditures, sales and marketing expenses, general and administrative expenses, legal expenses for the Freedom Wireless lawsuit, increases in depreciation and amortization expense, decreases in interest income and additional capital investments. These statements are based on the current beliefs and assumptions of management.

Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk". The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made herein.

Issued to Employees" (APB 25) and related Interpretations in accounting for its stock-based compensation plans, rather than the alternative fair value method under Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation (FAS 123)." Under APB 25, since the exercise price of options granted under these plans equals the fair market price of the underlying stock on the date of grant, the Company recognizes no compensation expense for stock option grants.

Had compensation expense for the Company's stock plans been recorded consistent with FAS 123, the pro forma net income (loss) and net income (loss) per share would have been as follows for the three and six months ended June 30:

	Three months ended June 30,		Six months ended June 30,	
	2003	2002	2003	2002
Net income (loss) as reported	\$4,087	\$1,445	\$7,375	\$ (65)
Add: Stock-based employee compensation expense included in reported net income (loss)		_		_
Deduct: Total stock based employee compensation expense determined under fair value based method for all awards, net of tax benefit	655	620	1,299	1,248
Pro forma net income (loss) per share:	\$3,432	\$ 825	\$6,074	\$(1,313)
Basic net income (loss) per share:				
As reported	\$ 0.23	\$ 0.08	\$ 0.42	\$ 0.00
Pro forma	\$ 0.19	\$ 0.05	\$ 0.34	\$ (0.08)
Diluted net income (loss) per share:	•			• ,
As reported	\$ 0.22	\$ 0.08	\$ 0.40	\$ 0.00
Pro forma				\$ (0.08)

3. Contingencies

Legal

In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. A ruling that the Company infringed the Freedom Wireless patents could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. The suit is still in the discovery phase. The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art and other reasons.

In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, the Company recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by its outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which has made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, the Company began accounting for costs related to this case as incurred. As a result, in the fourth quarter of 2002, the first quarter of 2003 and the second quarter of 2003, the Company recorded charges of \$998,000, \$915,000 and \$725,000, respectively, primarily for legal expenses incurred for the suit brought by Freedom Wireless.

Since the timing of ongoing court proceedings is not firmly fixed, the Company expects to continue to spend up to approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved.

There can be no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed its estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and the Company's business, financial condition and results of operations would be materially adversely affected.

From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, the Company can give no assurance that it will prevail. However, the Company does not believe that any of these current matters (other than those matters that have been specifically disclosed by the Company in its SEC filings) will have a material adverse effect on its consolidated financial position, although an adverse outcome of any of these matters could have a material adverse effect on its consolidated results of operations or cash flows in future quarters or in the quarter or annual period in which one or more of these matters are resolved.

Indemnifications

In November 2002, the FASB issued Interpretation No. 45 Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others (FIN 45), which requires certain guarantees to be recorded at fair value as opposed to the previous practice of recording a liability only when a loss is probable and reasonably estimable. FIN 45 also requires a guarantor to make significant new guaranty disclosures, even when the likelihood of making any payments under the guarantee is remote. The Interpretation's initial recognition and initial measurement provisions are applicable on a prospective basis to guarantees issued or modified after December 31, 2002.

The Company has agreed to indemnification provisions in certain of its agreements with customers and its leases of real estate in the ordinary course of its business.

With respect to customer agreements, these provisions generally obligate the Company to indemnify the customer against losses, expenses, liabilities and damages that may be awarded against the customer in the event the Company's systems or services infringe upon a patent or other intellectual property right of a third party. The agreements generally limit the scope of and remedies for such indemnification obligations in certain respects, including but not limited to geographical limitations and the right to replace or modify an infringing product or service. The Company believes its internal development processes and other policies and practices limit its exposure related to the indemnification provisions of these agreements. Accordingly, the Company believes the estimated fair value of these indemnification arrangements is minimal.

With respect to real estate leases, these indemnification provisions typically apply to claims asserted against the landlord by a third party relating to personal injury and property damage occurring at the leased premises or to certain breaches of the Company's contractual obligations. The term of these indemnification provisions generally survive the termination of the lease, although the exposure is greatest during the lease term and for a short period of time thereafter. The maximum potential amount of future payments that the Company could be required to make under these indemnification provisions is unlimited. The Company has purchased insurance that reduces the amount of such exposure for landlord indemnifications. The Company has never paid any amounts to defend lawsuits or settle claims related to these landlord indemnification provisions. Accordingly, the Company believes the estimated fair value of these indemnification arrangements is minimal.

4. Earnings Per Share

The following table sets forth the computation of basic and diluted net income per share for:

Page 23Paggd10 of 30

EX-31.1 4 dex311.htm CERTIFICATION OF CHIEF EXECUTIVE OFFICER Exhibit 31.1

CERTIFICATIONS

E. Y. Snowden, certify that:

- 1. I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
- 2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
- 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - [Paragraph omitted in accordance with SEC transition instructions contained in SEC Release 34-47986]
 - Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our
 conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by
 this report based on such evaluation; and
 - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
- 5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
 - all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 14, 2003 /s/ E. Y. Snowden

E. Y. Snowden
President and Chief Executive Officer

EX-31.2 5 dex312.htm CERTIFICATION OF CHIEF FINANCIAL OFFICER Exhibit 31.2

I, Karen A. Walker, certify that:

- 1. I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
- Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a
 material fact necessary to make the statements made, in light of the circumstances under which such statements were made,
 not misleading with respect to the period covered by this quarterly report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report; registrant as of, and for, the periods presented in this quarterly report;
- 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) [Paragraph omitted in accordance with SEC transition instructions contained in SEC Release 34-47986]
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
- 5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
 - all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 14, 2003

/s/ Karen A. Walker

Karen A. Walker
Vice President, Finance and Administration and
Chief Financial Officer

EX-32 6 dex32.htm CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
Exhibit 32

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q of Boston Communications Group, Inc. (the "Company") for the period ended June 30, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, E.Y. Snowden, President and Chief Executive Officer, and Karen A. Walker, Vice President, Finance and Administration and Chief Financial Officer, hereby certify, pursuant to 18 U.S.C. Section 1350, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 14, 2003

/s/ E.Y. Snowden

E.Y. Snowden

President and Chief Executive Officer

Date: August 14, 2003

/s/ Karen A. Walker

Karen A. Walker

Vice President, Finance and Administration and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Boston Communications Group, Inc., and will be retained by Boston Communications Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 18

BCGI BCGI Third Quarter Earnings Call Leader, Dan Brosnan ID# 3127195 10/15/03

Date of Transcription: October 17, 2003

BCGI ID# 3127195

Page 2

Operator:

Good afternoon. My name is Leshaunda, and I will be your conference facilitator today. At this time I would like to welcome everyone to the BCGI Third Quarter Earnings Conference Call. All lines have been placed on mute to prevent any background noise. After the speakers' remarks, there will be a question and answer period. If you would like to ask a question during this time, simply press star (*), then the number one on your telephone keypad. If you would like to withdraw your question, press the pound (#) key.

Thank you, Mr. Seltzberg. You may begin your conference.

Mr. Seltzberg:

Good afternoon. By now you should have all had a chance to view today's press release, but if anyone still needs a copy, please call us at (212) 445-8453 and request a fax or email. Alternatively, view and download it at the Boston Communications corporate web site, www.BCGI.net. On the line today are E.Y. Snowden, president and CEO; Karen Walker, chief financial officer of Boston Communication Group.

Please note that management is happy to speak privately with investors and analysts regarding overall strategy, industry trends, and historical issues; however, more specific questions regarding updates on financial guides or other material information will only be discussed on widely disseminated press releases or by open conference calls, such as the one being held today. I'd also like to caution everyone that various remarks that the Company may make about the Company's future expectations, plans, and prospects constitute forward-looking statements for purposes of the Safe Harbor Provision under the Private Securities Litigation Reform Act of '95. Actual results may differ materially from those indicated by those forward-looking statements as a result of various important facts, including those discussed in the Form 10-Q for the three months ended June 30th, 2003, and Form 10-K for the year ended December 31st, 2002, which are on file with the SEC.

In addition, any forward-looking statements represent our views only as of today and should not be relied upon as representing our views as of any subsequent date. While we may elect to update forward-looking statements at some point in the future, we specifically disclaim any obligation to do so, even if our estimates change and therefore you should rely – you should not rely on those forward-looking statements as representing our views as of

BCGI ID# 3127195

Page 3

any date subsequent to today.

And now without further delay, I'd like to now turn the call over to E.Y. Snowden. Please go ahead, E.Y.

Mr. Snowden:

Thank you, Peter. Again, welcome to Boston Communication Group's third quarter 2003 conference call. We're pleased to be talking with you today about coming out of the seasonally slowest part of the year with our third consecutive quarter of record breaking earnings and another quarter of record breaking revenue. Our GAAP earnings per share of \$0.23 were up 183% over the prior year's third quarter. Corporate revenues of 27.5 million were up 59% over the third quarter of 2002, and this translated directly into 5.2 million of free cash flow, bolstering BCGI's already strong balance sheet to record financial strength of 61.5 million in cash and investments.

The historically weak seasonality of the third quarter of the year was evident in our net subscriber growth. While we had anticipated somewhat lower gross adds and higher churn due to the seasonality and had given modest net subscriber addition guidance for the quarter, this quarter's average monthly churn rate of 9.6% was higher than expected. Up from 8.0% last quarter, the increased churn had the results of offsetting the expected net additions, causing our subscriber count to remain flat at 3.58 million. This churn rate was still below last year's third quarter of 9.7% per month, but we believe our expectations for further improvement this summer were affected by the prolonged holiday gross adds that took place throughout the first quarter of this year and their related lagged churn.

To understand the impact this had with a subscriber base of nearly 3.6 million, if the churn rate this quarter had increased from 8% to, say, 9% instead of 9.6%, we would have had over 60,000 net adds, well within our guidance.

Just as in the last two years, the summer season's effect on usage caused our average billed minutes of use per subscriber to remain flat with the second quarter, this year at 113 per month. That usage is up 19% over the same period a year ago, continuing to

\$10 million, principally from cash generated from operations. Now I'd like to spend some time talking in more detail about our outlook for the fourth quarter. At this time we will not be providing annual guidance for 2004; however, we will be providing quarterly guidance until we gain more clarity on our Verizon relationship and announce new business opportunities.

As noted in today's release, we are reiterating our 2003 GAAP earnings guidance of 87 to \$0.88 a share. This guidance includes after-tax legal charges of approximately 13 to \$0.14 per share. For the fourth quarter of 2003 we expect GAAP earnings to range between 24 and \$0.25 a share, including legal charges of approximately three to \$0.04 a share. We expect that our growth in earnings will continue to be generated from our BTPS products and will be offset by a more typical quarter of revenues and profits in our systems business.

Although our legal expenses for Freedom Wireless were higher due to the timing of certain procedures that took place during the quarter, on average we have incurred about what we expected at a million dollars per quarter year to date.

Going forward, we expect to continue to incur on average about a million dollars per quarter; however, the expense will likely continue to vary from quarter to quarter depending upon the procedures that take place in any given quarter. Accordingly, we expect that Q4 legal charges will range between three and \$0.04 a share.

Furthermore, we continue to remain confident that we do not infringe the Freedom Wireless patents and that the patents are invalid and unenforceable in light of prior art and other reasons. We believe that our case continues to progress well, and there has been no change to our position on the case.

Our guidance continues to reflect year-over-year growth in BTPS revenues of approximately 60%. Due to the lower than expected subscriber additions in Q3 and our belief that several of our carrier customers may allocate more of their marketing dollars on wireless number portability promotions, we feel it is prudent to adjust our

Exhibit 19

10-Q 1 d10q.htm FORM 10-Q

Table of Contents

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 10549

FORM 10-Q

☑ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2003

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number: 0-28432

Boston Communications Group, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts (State or other jurisdiction of incorporation or organization) 04-3026859 (I.R.S. Employer Identification No.)

100 Sylvan Road, Woburn, Massachusetts 01801 (Address of principal executive offices)

Registrant's telephone number, including area code: (781) 904-5000

(Former name, former address, former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes \square No \square

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2) Yes \boxtimes No \square

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

As of November 3, 2003 the Company had outstanding 18,520,890 shares of common stock, \$.01 par value per share.

Table of Contents

INDEX

PART I.	FINANCIAL INFORMATION:	
Item 1.	Financial Statements (Unaudited)	
	Condensed Consolidated Balance Sheets Condensed Consolidated Statements of Operations Condensed Consolidated Statements of Cash Flows Notes to Condensed Consolidated Financial Statements	3 2 5
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	12
	Certain Factors That May Affect Future Results	20
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	24
Item 4.	Controls and Procedures	24
PART II.	OTHER INFORMATION:	
Item 1.	Legal Proceedings	25
Item 6	Fyhihits and Reports on Form 8-K	24

This Quarterly Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, growth of our billing and transaction processing services revenues, billing and transaction processing services gross margin, roaming services revenues, prepaid systems gross margin, engineering, research and development expenditures, sales and marketing expenses, general and administrative expenses, additional capital investments, legal expenses for the Freedom Wireless, Inc. (Freedom Wireless) lawsuit and the belief that the Company does not infringe on the Freedom Wireless patents. These statements are based on the current beliefs and assumptions of management.

Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk". The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forwardlooking statements made herein.

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Table of Contents

Stock Based Compensation

The Company has elected to follow Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" (APB 25) and related Interpretations in accounting for its stock-based compensation plans, rather than the alternative fair value method under Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation (FAS 123)." Under APB 25, since the exercise price of options granted under these plans equals the fair market price of the underlying stock on the date of grant, the Company recognizes no compensation expense for stock option grants.

Had compensation expense for the Company's stock plans been recorded consistent with FAS 123, the pro forma net income and net income per share would have been as follows:

		Septem						
	_	2003		2002	_:	2003		2002
Net income as reported Add: Stock-based employee compensation expense included in reported	\$	4,294	\$	1,516	\$1	1,669	\$:	1,451
net income Deduct: Total stock based employee compensation expense determined under fair value based method for all awards, net of tax benefit		(655)		(626))_((1,954)	- (1,878)
Pro forma net income (loss) per share:	\$	3,639	\$	890	\$	9,715	\$	(427)
Basic net income (loss) per share:								
As reported	\$	0.24	\$	0.09	\$	0.65	\$	0.08
Pro forma	\$	0.20	\$	0.05	\$	0.54	\$	(0.03)
Diluted net income (loss) per share:								
As reported	\$	0.23	\$	0.09	\$	0.62	\$	0.08
Pro forma	\$	0.19	\$	0.05	\$	0.52	\$	(0.02)

Contingencies

Legal

In March 2000, Freedom Wireless, Inc. (Freedom Wireless) filed a suit against the Company and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless and seeks damages in an unspecified amount as well as injunctive relief. A ruling that the Company infringed the Freedom Wireless patents could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. The suit is still in the discovery phase. The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art and other reasons.

In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, the Company recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by its outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which had made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, the Company began accounting for costs related to this case as incurred. As a result, for the three and nine-month period ended September 30, 2003, the Company recorded charges of \$1.4 million and \$3.0 million, respectively, primarily for legal expenses incurred for the suit brought by Freedom Wireless,

Table of Contents

The Company expects to incur additional legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. If Freedom Wireless prevails in this case, the amount of damages could be substantial and the Company's business, financial condition and results of operations would be materially adversely affected.

From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, the Company can give no assurance that it will prevail. However, the Company does not believe that any of these current matters (other than the Freedom Wireless matter discussed above) will have a material adverse effect on its consolidated financial position, although an adverse outcome of any of these matters could have a material adverse effect on its consolidated results of operations or cash flows in future quarters or in the quarter or annual period in which one or more of these matters are resolved.

Indemnifications

In November 2002, the Financial Accounting Standards Board (FASB) issued Interpretation No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others" (FIN 45), which requires certain guarantees to be recorded at fair value as opposed to the previous practice of recording a liability only when a loss is probable and reasonably estimable. FIN 45 also requires a guarantor to make significant new guaranty disclosures, even when the likelihood of making any payments under the guarantee is remote.

The Company has agreed to indemnification provisions in certain of its agreements with customers and its leases of real estate in the ordinary course of its business.

With respect to customer agreements, these provisions generally obligate the Company to indemnify the customer against losses, expenses, liabilities and damages that may be awarded against the customer in the event the Company's systems or services infringe upon a patent or other intellectual property right of a third party. The agreements generally limit the scope of and remedies for such indemnification obligations in certain respects, including but not limited to geographical limitations and the right to replace or modify an infringing product or service. The Company believes its internal development processes and other policies and practices limit its exposure related to the indemnification provisions of these agreements. To date, the Company has not had to reimburse any of its customers for any losses related to these indemnifications and no material claims are outstanding as of September 30, 2003.

With respect to real estate leases, these indemnification provisions typically apply to claims asserted against the landlord by a third party relating to personal injury and property damage occurring at the leased premises or to certain breaches of the Company's contractual obligations. The term of these indemnification provisions generally survive the termination of the lease, although the exposure is greatest during the lease term and for a short period of time thereafter. The maximum potential amount of future payments that the Company could be required to make under these indemnification provisions is unlimited. The Company has purchased insurance that reduces the amount of such exposure for landlord indemnifications. The Company has never paid any amounts to defend lawsuits or settle claims related to these landlord indemnification provisions. Accordingly, the Company believes the estimated fair value of these indemnification arrangements is minimal.

EX-31.1 3 dex311.htm CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13A-14(A)

Exhibit 31.1

CERTIFICATIONS

I, E. Y. Snowden, certify that:

- 1. I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
- 2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
- 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) [Paragraph omitted in accordance with SEC transition instructions contained in SEC Release 34-47986]
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
- 5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2003 /s/ E. Y. Snowden

E. Y. Snowden
President and Chief Executive Officer

EX-31.2 4 dex312.htm CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13A-14 (A)

Exhibit 31.2

, Karen A. Walker, certify that:

- 1. I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
- Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a
 material fact necessary to make the statements made, in light of the circumstances under which such statements were made,
 not misleading with respect to the period covered by this quarterly report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report; registrant as of, and for, the periods presented in this quarterly report;
- 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) [Paragraph omitted in accordance with SEC transition instructions contained in SEC Release 34-47986]
 - Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
- 5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2003	/s/ Karen A. Walker
	Karen A. Walker Vice President, Finance and
	Administration and Chief Financial Officer

EX-32 5 dex32.htm CERTIFICATION OF CEO AND CFO PURSUANT TO RULE 13A-14(B)

Exhibit 32

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q of Boston Communications Group, Inc. (the "Company") for the period ended September 30, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, E.Y. Snowden, President and Chief Executive Officer, and Karen A. Walker, Vice President, Finance and Administration and Chief Financial Officer, hereby certify, pursuant to 18 U.S.C. Section 1350, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

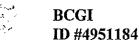
Date: November 14, 2003	/s/ E.Y. Snowden
	E.Y. Snowden President and Chief Executive Officer
Date: November 14, 2003	/s/ Karen A. Walker
	Karen A. Walker Vice President, Finance and Administration and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Boston Communications Group, Inc., and will be retained by Boston Communications Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 20

BCGI Leader, E.Y. Snowden BCGI 4th Quarter and Annual Earnings Call ID #4951184 2/3/04

Date of Transcription: February 4, 2004



Page 2

Operator:

Good afternoon my name is Miles, and I will be your conference facilitator today. At this time I would like to welcome everyone to the BCGI 4th Quarter and Annual Earnings Conference call. All lines have been placed on mute to prevent any background noise. After the speaker's remarks there will be a question and answer period. If you would like to ask a question during this time simply press star then the number one on your telephone keypad. If you would like to withdraw your question press star then the number two on your telephone keypad. I would now like to turn the call over to Mr. Peter Seltzberg, with the financial relations board for opening remarks. Mr. Seltzberg, you may begin.

Peter:

Thanks. Good afternoon, by now you should have had the chance to review today's press release but if anyone still needs a copy please call us at 212-445-8453, and request fax or email alternatively view and download the release the Boston Communications Corporate website, www.bcgi.net. On the line with us today are E.Y. Snowden, President and CEO, and Karen Walker, Chief Financial Officer of Boston Communications Group. Please note that management is happy to speak privately with investors or analyst regarding overall strategy, industry trends, and historical issues. However more specific questions regarding updates and financial guidance or other material information will only be discussed in widely disseminated press releases or via open conference calls such as the one being held today. I'd also like to caution everyone that various remarks the company may make about the company's future expectations, plans, and prospects, constitute forward-looking statements for the purposes of the Safe Harbor Provisions under the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by the forward-looking statements and the result of various important factors including those discussed in the Form 10Q for the three months ended September 30, 2003, and Form 10K for the year ended December 31, 2002, which are all on file with the SEC. In addition any forward-looking statements represent our views only as of today and should not be relied upon as [UNINTELLIGIBLE] views as of any subsequent day. While we may elect to update forward-looking statements at some point in the future we specifically disclaim any obligation to do so even if estimates change and therefore you should not rely on these forward-looking statements as representing our views as of any date subsequent to today. Now, without further delay I'd like to

BCGI ID #4951184

Page 3

turn the call over to E.Y. Snowden Please go ahead, E.Y.

E.Y.:

Thank you Peter. And again welcome to Boston Communication groups Fourth Quarter and Year End 2003 Conference call. We're pleased to be talking with you today about our fourth consecutive quarter of record-breaking earnings and a record-breaking year for BCGI. Our GAAP earnings per share of \$.24 this quarter were up 135% over the prior years fourth quarter, Our 2003 GAAP earnings per share of \$.87 were up 381% over the prior year, and in the days when we would describe proforma earnings excluding legal costs, we would have said we earned \$1.00 per share this year, 2003 corporate revenues of \$103 million were up 46% over 2002, and this translated directly into another of \$5 million of free cash flow for the quarter, bolstering BCGI's already strong balance sheets to record financial strength of \$66.5 million in cash and investments.

Our net subscriber additions on the pre-paid platform for the quarter were \$217,000 slightly ahead of the guidance we provided in October 2003. As we described in our last quarterly conference call we anticipated lower then normal holiday period ads due to many carriers focusing their marketing strategies on attracting and retaining post paid subscribers in the wake of wireless number portability as well as next generation data applications. Our Q4 subscriber growth was aided somewhat by the reduction in our average monthly churn rate to 8.8%, down from 9.6% per month last quarter, and an improvement from the 9.2% per month rate in the fourth quarter a year ago. So for the full year 2003 we added just over 900,000 subscribers, increasing our base 31% from yearend 2002.

Over the course of the past year as we have talked about our strategic initiative to diversify our customer base we have often mentioned Nextel communications in the extraordinary success they have had with the boost mobile lifestyle based brand, targeted toward the youth market in California and Nevada. A few months ago Nextel publicly described the limited geographic expansion of those pre-paid wireless offering in 2004 and today we are happy to announce the signing of a multi-year contract for BCGI to support this expansion. We don't have any other specific customer news to share at this time, and we've not included any other major pre-paid customer wins in our guidance, but the state of the art capabilities of our prepaid platform further enhanced by our recent

BCGI ID #4951184

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Page 8

Our legal expenses during the quarter for Freedom Wireless were inline with expectations, having incurred a \$1 million in legal costs related to the case. Going forward we expect to continue to incur on average about \$1 million per quarter until the matter is resolved. However the expense may vary from quarter to quarter depending upon the procedures that take place in any give quarter. Accordingly we expect that Q1 '04 legal charges will approximate \$.03 a share. Further more we continue to remain confident that we do not infringe the Freedom Wireless patent, and the patents are invalid and unenforceable in light of prior art and other reasons. We believe that our case continues to progress well and there has been no change to our position on the case. In addition, various summary judgment motions have been filed by both parties in the case and the court is expected to rule on those motions in the normal course of proceedings.

Now I'd like to spend some time talking in more detail about our outlook for the first quarter of 2004. As we noted on our last conference call we will not be providing annual guidance for '04, however we will be providing quarterly guidance until we gain more clarity on our Verizon relationship. We expect the first quarter GAAP earnings to range between \$.19 and \$.21 per share, including legal charges of approximately \$.03 per share. This sequential reduction is principally due to additional costs required to support Nextel's expansion as well as increase investments in R&D and marketing to support our launch of new solutions and features in 2004. We also expect that our consolidated revenues will be consistent with the fourth quarter of 2003. We anticipate that our net subscriber additions in the first quarter will range between \$50,000 and \$100,000 as carriers continue their emphasis on wireless local [UNINTELLIGIBLE] portability and data services. Our average builds MOU's and price per minute are expected to remain consistent with Q4 levels. Additionally we expect a slight decrease in churn. As we ramp up our infrastructure for our new products and the additional markets that Nextel plans to launch we expect that gross margins for BTBS will decrease to about 74% to 75% for the first quarter. We anticipate that ERND, sales and marketing, and G&A expenses will be up over Q4, both in dollar and percentage terms reflecting the investments we have discussed.

Capital expenditures for 2004 are expected to be around \$17 to \$18

Exhibit 21

10-K 1 d10k.htm FOR THE FISCAL YEAR ENDED DECEMBER 31, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES **EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2003

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES **EXCHANGE ACT OF 1934**

Commission File Number 333-4128

BOSTON COMMUNICATIONS GROUP, INC.

(Exact Name of Registrant as Specified in its Charter)

MASSACHUSETTS (State or Other Jurisdiction of Incorporation or Organization)

04-3026859 (I.R.S. Employer Identification No.)

100 Sylvan Road, Suite 100, Woburn, Massachusetts (Address of Principal Executive Office)

01801 (Zip Code)

Registrant's telephone number, including area code: (781) 904-5000

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, par value \$.01 per share

Indicate by check mark whether registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO □

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-YES ⊠ NO □

The approximate aggregate value of the voting stock held by non-affiliates of the registrant, computed by reference to the

the closing sales price of such stock quoted on the Nasdaq National Market on June 28, 2002 was \$123,861,973. The number of shares outstanding of the Registrant's common stock, \$.01 par value per share, as of March 20, 2003 was 17,644,706.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of registrant's definitive proxy statement for its 2003 Annual Meeting of Stockholders are incorporated by reference into Part III (Items 10, 11, 12 and 13) of this Annual Report on Form 10-K.

This Annual Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding:

- Continued diversification of our revenue base;
- · Entrance of new competitors in the wireless carrier services market;
- Legal expenses related to the Freedom Wireless, Inc. ("Freedom Wireless") lawsuit;
- · Payment of dividends;
- Earnings per share;

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- Billing and transaction processing services gross margins;
- Discontinuation of ROAMERplus[™] and related consequences;
- Engineering, research and development expenditures;
- Sales and marketing expenses;
- Depreciation and amortization expense;
- Income tax rate;
- Capital expenditures;
- Contributions for the defined benefit plan's assets;
- Financing of investments and contingent considerations payments with cash, short-term investments and cash generated by operations; and
- · Continued customer concentration.

These statements are based on the current beliefs and assumptions of management.

Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

A number of important factors could cause actual events or actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Certain Factors That May Affect Future Results", "Quantitative and Qualitative Disclosures About Market Risk" and those set forth in Items 1 and 3 of Part I of this Annual Report on Form 10-K. The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made herein.

Item 1. BUSINESS

GENERAL

Boston Communications Group, Inc. ("bcgi") was incorporated in Massachusetts in 1988 and, since 1991, has provided real-time subscriber management and billing solutions to the wireless industry through a combination of proprietary software applications, a carrier-class hosted environment, a voice resource network and a service and support organization. We also provide roaming solutions to the customers of wireless carriers and assemble and sell prepaid systems, primarily internationally.

HISTORY OF OUR SOLUTIONS

In 1991, we launched our *begi* ROAMER *plus*™ service. Through this solution, we provided wireless carriers with the ability to better serve their subscribers by offering unregistered roamers the ability to complete calls. This service has

Item 2. PROPERTIES

We lease space at our principal location in Woburn, Massachusetts and our Westbrook, Maine location. We own the facilities at our Bedford, Massachusetts and Tulsa, Oklahoma locations. Our Woburn location currently houses our billing and transaction processing services data and network operations center, as well as our executive headquarters, engineering and software development, sales and marketing, and administrative personnel. Our Bedford, Massachusetts facility currently serves as our redundant data center site and we expect to relocate our operational and administrative functions to this facility in 2004. We believe this new building and our Woburn facility together will accommodate our anticipated growth and data center space needs for the next several years.

The Westbrook facility houses our support functions for our *bcgi* Voyager Billing and Customer Care solution, including software development and technical support. The Tulsa facility is used for the assembly of systems and houses other support functions for *bcgi* Prepaid Systems, such as software development, product management and sales support. We also have 31 other smaller leased facilities throughout the United States that house a portion of our voice nodes and certain equipment for our network.

The following list comprises our significant leased facilities:

Location	Square Footage	Expiration Date
Woburn, Massachusetts	64,173	October 2004 - February 2006
Westbrook, Maine	10,679	May, 2006

Item 3. LEGAL PROCEEDINGS

In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. If there were a ruling that we infringed the Freedom Wireless patents, it could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by our technology. The suit is in the pre-trial phase and various summary judgment motions have been filed by both parties in the case. The Court is expected to rule on these motions in the normal course of its proceedings. We do not believe that we infringe these patents and believe that the patents are invalid in light of prior art and other reasons.

In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, we recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by our outside legal counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which had made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, we began accounting for costs related to this case as incurred. As a result, for the year ended December 31, 2003, we recorded charges of \$4.0 million for legal expenses.

We expect to incur, on average, approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. There can be no assurances that costs to defend the Freedom Wireless suit will not exceed our estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial condition and results of operations would be materially adversely affected.

On November 10, 2003, a putative class action complaint was filed in the U.S. District Court for the District of Massachusetts, against us, our Chief Executive Officer and our Chief Financial Officer on behalf of persons who purchased our common stock between June 12, 2003 and July 16, 2003. The complaint alleges that the defendants violated Sections 10 (b) and 20(a) of the Exchange Act as well as Rule 10b-5 promulgated thereunder by allegedly failing to disclose material adverse information about our business, operations and future prospects, specifically with respect to our contract negotiations with Verizon Wireless. After this initial complaint was filed, three similar actions were filed against us and the same executives in the United States District Court for the District of Massachusetts. These three later-filed complaints purport to be brought on behalf of persons who purchased our common stock between April 16, 2003 and July 16, 2003. On January 29, 2004, the Court held a status conference, at which the Court granted a motion to consolidate the cases.

We intend to vigorously contest these lawsuits and we believe the lawsuits are without merit and that we and the other named defendants have highly meritorious defenses to the allegations made in these lawsuits. We are not presently able to estimate the potential losses, if any, related to these lawsuits.

From time to time, as a normal incidence of the nature of our business, various claims, charges and litigation are asserted or commenced against us arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, we can give no assurance that we will prevail. However, we do not believe that these matters (other than as disclosed) will have a material adverse effect on our consolidated financial position, although an adverse outcome of any of these matters could have a material adverse effect on our consolidated results of operations or cash flows in future quarters or in the quarter or annual period in which one or more of these matters are resolved.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of our security holders, through solicitation of proxies or otherwise, during the last quarter of the year ended December 31, 2003.

EXECUTIVE OFFICERS OF THE REGISTRANT

Our executive officers and their ages and positions are as follows:

Name	Age	Position
	_	
Paul J. Tobin	60	Chairman
E.Y. Snowden	49	President and Chief Executive Officer, Director
Karen A. Walker	38	Treasurer, Vice President, Finance and Administration and Chief Financial Officer
William D. Wessman	54	Executive Vice President and Chief Technology Officer
Frederick E. Von Mering	51	Vice President, Corporate Development, Director

Mr. Tobin has over 25 years experience in the telecommunications and wireless industry. Mr. Tobin is one of our founders and has served as our Chairman since 1988. Mr. Tobin also held the position of President from February 1990 until February 1996, and from April 1997 to February 1998. Prior to his tenure with us, Mr. Tobin served as President of Cellular One Boston/Worcester and Portsmouth, NH, and Regional Marketing Manager for Satellite Business Systems (a joint venture of IBM, Comsat and Aetna). Mr. Tobin began his career as a Securities Analyst at Chase Manhattan Bank after receiving his undergraduate degree in Economics from Stonehill College and his M.B.A. in Marketing/Finance from Northeastern University.

Mr. Snowden joined us as President and Chief Executive Officer in February 1998. Prior to that, he served as President and Chief Operating Officer of American Personal Communications, L.P. d/b/a Sprint Spectrum ("APC/Sprint Spectrum"), where he was responsible for the successful launch of the nation's first Personal Communications Services ("PCS") network. Before joining APC/Sprint Spectrum in 1994, Mr. Snowden served as an

EX-31.1 8 dex311.htm SECTION 302 CEO CERTIFICATION

Exhibit 31.1

CERTIFICATIONS

I, E. Y. Snowden, certify that:

Section 302 CEO-Certifitation WGY

- 1. I have reviewed this annual report on Form 10-K of Boston Communications Group, Inc.;
- Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
- Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for the periods presented in this annual report;
- The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - [Paragraph omitted in accordance with SEC transition instructions contained in SEC Release 34-47986]
 - Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
- The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ E. Y. Snowden Date: March 9, 2004

E. Y. Snowden

President and Chief Executive Officer

EX-31.2 9 dex312.htm SECTION 302 CFO CERTIFICATION

Exhibit 31.2

I, Karen A. Walker, certify that:

- 1. I have reviewed this annual report on Form 10-K of Boston Communications Group, Inc.;
- 2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for the periods presented in this annual report;
- 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - b) [Paragraph omitted in accordance with SEC transition instructions contained in SEC Release 34-47986]
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
- 5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 9, 2004 /s/ Karen A. Walker

Karen A. Walker Vice President, Finance and Administration and Chief Financial Officer

EX-32 10 dex32.htm SECTION 906 CEO & CFO CERTIFICATIONS

Exhibit 32

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report on Form 10-K of Boston Communications Group, Inc. (the "Company") for the period ended December 31, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, E.Y. Snowden, President and Chief Executive Officer, and Karen A. Walker, Vice President, Finance and Administration and Chief Financial Officer, hereby certify, pursuant to 18 U.S.C. Section 1350, that:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 9, 2004 /s/ E. Y. Snowden

E.Y. Snowden

President and Chief Executive Officer

Date: March 9, 2004 /s/ Karen A. Walker

Karen A. Walker Vice President, Finance and Administration

and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Boston Communications Group, Inc., and will be retained by Boston Communications Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 22

10-Q 1 d10q.htm FOR THE PERIOD ENDED MARCH 31, 2004

Table of Contents

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 10549

FORM 10-Q

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2004

or

☐ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number: 0-28432

Boston Communications Group, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts
(State or other jurisdiction of incorporation or organization)

04-3026859 (I.R.S. Employer Identification No.)

100 Sylvan Road, Woburn, Massachusetts 01801 (Address of principal executive offices)

Registrant's telephone number, including area code: (781) 904-5000

(Former name, former address, former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES 🗵 NO 🗆

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2) YES ☒ NO ☐

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date. As of May 3, 2004, the Company had outstanding 18,317,946 shares of common stock, \$.01 par value per share.



INDEX

PART I. FINANCIAL INFORMATION:

Item 1. Financial Statements (Unaudited)

Condensed Consolidated Balance Sheets

Condensed Consolidated Statements of Operations

Condensed Consolidated Statements of Cash Flows

Notes to Condensed Consolidated Financial Statements

Management's Discussion and Analysis of Financial Condition and Results of Operations Item 2.

Certain Factors That May Affect Future Results

Quantitative and Qualitative Disclosures About Market Risk

Controls and Procedures Item 4.

PART II. OTHER INFORMATION:

Item 1. Legal Proceedings

Item 6. Exhibits and Reports on Form 8-K

This Quarterly Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding the diversification of our product and customer base, earnings per share for the three month period ended June 30, 2004, growth of our billing and transaction processing services revenues, billing and transaction processing services gross margin, prepaid systems revenues, prepaid systems gross margin, additional capital investments, legal expenses for the Freedom Wireless, Inc. (Freedom Wireless) lawsuit and the belief that the Company does not infringe on the Freedom Wireless patents, and the ability to finance our operations for the next 12 months with cash on hand and cash to be generated from profitable operations. These statements are based on the current beliefs and assumptions of management.

Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk". The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forwardlooking statements made herein.

Table of Contents

		Three Months Ended March 31,		
	2004	2003		
Net Income Unrealized loss on available-for-sale securities	\$4,073 (20)	\$3,288 —		
Comprehensive Income	\$4,053	\$3,288		

3. Contingencies

Legal

In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. If there was a ruling that the Company infringed the Freedom Wireless patents, it could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. The suit is in the pre-trial phase and various summary judgment motions have been filed by both parties in the case. The Court is expected to rule on these motions in the normal course of proceedings. The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art and other reasons.

The Company expects to incur, on average, approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. There can be no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed the Company's estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and the Company's business, financial condition and results of operations would be materially adversely affected.

On November 10, 2003, a putative class action complaint was filed in U.S. District Court for the District of Massachusetts against the Company, its Chief Executive Officer and Chief Financial Officer on behalf of persons who purchased the Company's common stock between June 12, 2003 and July 16, 2003. The complaint alleges that the defendants violated Sections 10(b) and 20(a) of the Exchange Act, as well as Rule 10b-5 promulgated thereunder by allegedly failing to disclose material adverse information about the Company's business, operations and future prospects, specifically with respect to the Company's contract negotiations with Verizon Wireless. The Company intends to vigorously contest this lawsuit and believes that the lawsuit is without merit and that the Company and the other named defendants have highly meritorious defenses to the allegations made in this lawsuit. The Company is not presently able to estimate the potential losses, if any, related to this lawsuit.

From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, the Company can give no assurance that it will prevail. However, the Company does not believe that any of these current matters (other than as disclosed) will have a material adverse effect on its consolidated financial position, although an adverse outcome of any of these matters could have a material adverse effect on its consolidated results of operations or cash flows in future quarters or in the quarter or annual period in which one or more of these matters are resolved.

Table of Contents

Item 6. Exhibits and Reports on Form 8-K

- **Exhibits**
 - 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a)
 - 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a)
 - Certification of Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(b) 32
- Reports on Form 8-K

On February 3, 2004, we filed a current report on Form 8-K to report, under Items 9 and 12, our financial results for the fourth quarter and year ended December 31, 2003.

On February 3, 2004, we filed a current report on Form 8-K to report, under Item 9, the signing of a multi-year contract to provide prepaid wireless services to Nextel Communications, Inc. to support a market expansion of its Boost Mobile branded pay-as-you-go offering.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 10, 2004

Boston Communications Group, Inc. (Registrant)

By:

/s/ Karen A. Walker

Karen A. Walker Vice President, Finance and Administration and Chief Financial Officer (Principal Financial and Accounting Officer and Duly Authorized Officer)

EX-31.1 2 dex311.htm SECTION 302 CEO CERTIFICATION

Exhibit 31.1

1. CERTIFICATIONS

I, E. Y. Snowden, certify that:

- I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
- Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
- Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
- The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) [Paragraph omitted in accordance with SEC transition instructions contained in SEC Release 34-47986]
 - Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report c) our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - Disclosed in this report any change in the registrant's internal control over financial reporting that occurred c) during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
- The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2004 /s/ E.Y. Snowden

> E. Y. Snowden President and Chief Executive Officer

EX-31.2 3 dex312.htm SECTION 302 CFO CERTIFICATION

Exhibit 31.2

I, Karen A. Walker, certify that:

- 1. I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
- Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report; registrant as of, and for, the periods presented in this quarterly report:
- 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be
 designed under our supervision, to ensure that material information relating to the registrant, including its
 consolidated subsidiaries, is made known to us by others within those entities, particularly during the period
 in which this quarterly report is being prepared;
 - b) [Paragraph omitted in accordance with SEC transition instructions contained in SEC Release 34-47986]
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
- 5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2004 /s/ Karen A. Walker

Karen A. Walker Vice President, Finance and Administration and Chief Financial Officer

EX-32 4 dex32.htm SECTION 906 CEO AND CFO CERTIFICATION

Exhibit 32

7. CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q of Boston Communications Group, Inc. (the "Company") for the period ended March 31, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, E.Y. Snowden, President and Chief Executive Officer, and Karen A. Walker, Vice President, Finance and Administration and Chief Financial Officer, hereby certify, pursuant to 18 U.S.C. Section 1350, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 10, 2004 /s/ E.Y. Snowden

E. Y. Snowden

President and Chief Executive Officer

Date: May 10, 2004 /s/ Karen A. Walker

Karen A. Walker

Vice President, Finance and Administration and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Boston Communications Group, Inc., and will be retained by Boston Communications Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 23

10-Q 1 d10q.htm FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2004

Table of Contents

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 10549

FORM 10-Q

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2004

 \mathbf{or}

□ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number: 0-28432

Boston Communications Group, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts (State or other jurisdiction of incorporation or organization) 04-3026859 (I.R.S. Employer Identification No.)

100 Sylvan Road, Woburn, Massachusetts 01801 (Address of principal executive offices)

Registrant's telephone number, including area code: (781) 904-5000

(Former name, former address, former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities
Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports),
and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO ☐

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2) YES 🖾 NO 🗆

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date. As of Aug 6, 2004, the Company had outstanding 17,498,271 shares of common stock, \$.01 par value per share.

Table of Contents

INDEX

PART I. FINANCIAL INFORMATION:

Item 1.	Financial Statements (Unaudited)	
	Condensed Consolidated Balance Sheets Condensed Consolidated Statements of Operations Condensed Consolidated Statements of Cash Flows Notes to Condensed Consolidated Financial Statements	3 4 5 6
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations Certain Factors That May Affect Future Results	13
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	24
Item 4.	Controls and Procedures	24
PART II. Q	THER INFORMATION:	
Item 1.	Legal Proceedings	24
Item 2.	Changes in Securities, Use of Proceeds and Issuer Purchases of Equity Securities	25
Item 4.	Submission of Matters to a Vote of Security Holders	26
Item 6.	Exhibits and Reports on Form 8-K	26

This Quarterly Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding the expectations regarding our new product offerings, expansion into new markets, Verizon Wireless' timetable to transfer subscribers from our platform to their internal prepaid platform, diversification of our product and customer base, total revenues, earnings per share, billing and transaction occasing services revenues and gross margin, engineering, research and development expenses, sales and marketing expenses, costs to defend Freedom Wireless lawsuit, additional capital investments, payment of additional contingent cash consideration to Infotech Solutions Corporation, and the ability to finance our operations for the next 12 months. These statements are based on the current beliefs and assumptions of management.

Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk". The statements discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made herein.

Table of Contents

3. Contingencies

<u>Legal</u>

In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. If there was a ruling that the Company infringed the Freedom Wireless patents, it could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. The suit is in the pre-trial phase and various summary judgment motions have been filed by both parties in the case. The Court is expected to rule on these motions in the normal course of proceedings. The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art and other reasons.

On November 10, 2003, a putative class action complaint was filed in U.S. District Court for the District of Massachusetts against the Company, its Chief Executive Officer and Chief Financial Officer on behalf of persons who purchased the Company's common stock between June 12, 2003 and July 16, 2003. The complaint alleged that the defendants violated Sections 10(b) and 20(a) of the Exchange Act, as well as Rule 10b-5 promulgated thereunder by allegedly failing to disclose material adverse information about the Company's business, operations and future prospects, specifically with respect to the Company's contract negotiations with Verizon Wireless. On June 9, 2004, the class action complaint was voluntarily dismissed by the plaintiffs without prejudice to the plaintiffs' ability to re-file a complaint. Neither the Company nor its insurers made any payment in connection with the dismissal of these lawsuits and have no obligation to make payments in the future.

From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, the Company can give no assurance that it will prevail. However, the Company does not believe that any of these current matters (other than as disclosed) will have a material adverse effect on its consolidated financial position, although an adverse outcome of any of these matters could have a material adverse effect on its consolidated results of operations or cash flows in future quarters or in the quarter or annual period in which one or more of these matters are resolved.

Indemnifications

In November 2002, the Financial Accounting Standards Board (FASB) issued Interpretation No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others" (FIN 45), which requires certain guarantees to be recorded at fair value as opposed to the previous practice of recording a liability only when a loss is probable and reasonably estimable. FIN 45 also requires a guarantor to make significant new guaranty disclosures, even when the likelihood of making any payments under the guarantee is remote.

The Company has agreed to indemnification provisions in certain of its agreements with customers and its leases of real estate in the ordinary course of its business.

With respect to customer agreements, these provisions generally obligate the Company to indemnify the customer against losses, expenses, liabilities and damages that may be awarded against the customer in the event the Company's systems or services infringe upon a patent or other intellectual property right of a third party. The agreements generally limit the scope of and remedies for such indemnification obligations in certain respects, including but not limited to geographical limitations and the right to replace or modify an infringing product or service. The Company believes its internal development processes and other policies and practices limit its exposure related to the indemnification provisions of these agreements.

EX-31.1 4 dex311.htm SECTION 302 CEO CERTIFICATION

Exhibit 31.1

CERTIFICATIONS

E. Y. Snowden, certify that:

- 1. I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
- 2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report:
- 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) [Paragraph omitted in accordance with SEC transition instructions contained in SEC Release 34-47986]
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
- 5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2004 /s/ E.Y. Snowden

E. Y. Snowden President and Chief Executive Officer

EX-31.2 5 dex312.htm SECTION 302 CFO CERTIFICATION

Exhibit 31.2

I, Karen A. Walker, certify that:

- 1. I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
- Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a
 material fact necessary to make the statements made, in light of the circumstances under which such statements were made,
 not misleading with respect to the period covered by this quarterly report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report; registrant as of, and for, the periods presented in this quarterly report;
- 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be
 designed under our supervision, to ensure that material information relating to the registrant, including its
 consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in
 which this quarterly report is being prepared;
 - b) [Paragraph omitted in accordance with SEC transition instructions contained in SEC Release 34-47986]
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
- 5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2004

/s/ Karen A. Walker

Karen A. Walker Vice President, Finance and Administration and Chief Financial Officer

EX-32 6 dex32.htm SECTION 906 CEO AND CFO CERTIFICATION

Exhibit 32

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q of Boston Communications Group, Inc. (the "Company") for the period ended June 30, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, E.Y. Snowden, President and Chief Executive Officer, and Karen A. Walker, Vice President, Finance and Administration and Chief Financial Officer, hereby certify, pursuant to 18 U.S.C. Section 1350, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 9, 2004

/s/ E.Y. Snowden

E.Y. Snowden

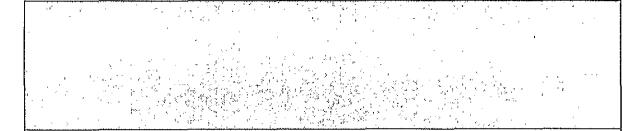
President and Chief Executive Officer

Date: August 9, 2004 /s/ Karen A. Walker

Karen A. Walker Vice President, Finance and Administration and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Boston Communications Group, Inc., and will be retained by Boston Communications Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 24

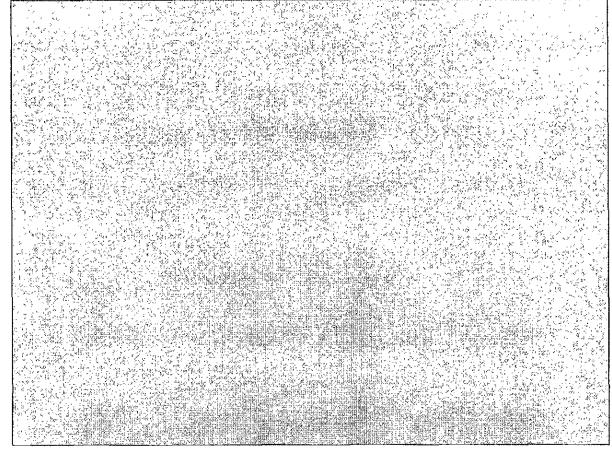


FINAL TRANSCRIPT

Thomson StreetEvents**

BCGI - Q3 2004 Boston Communications Group Earnings Conference Call

Event Date/Time: Oct. 20. 2004 / 5:00PM ET



THOMSON

streetevents@thomson.com

617.603.7900

www.streetevents.com



FINAL TRANSCRIPT

BCGI - Q3 2004 Boston Communications Group Earnings Conference Call

CORPORATE PARTICIPANTS

Susan Garland

Boston Communications Group - Financial Relations Board

E.Y. Snowden

Boston Communications Group - Pres, CEO

Karen Walker

Boston Communications Group -CFO, VP-Financial Admin., Treasurer

CONFERENCE CALL PARTICIPANTS

Howard Smith

First Analysis Securities Corporation - Analyst

Jason Willey

Schwab Soundview Capital Markets - Analyst

Steve Levenson

Advest, Inc. - Analyst

Jeff Porter

[Unidentified Company Name] - Analyst

Israel Iser (ph)

[Unidentified Company Name] - Analyst

Reilly McCormick (ph)

[Unidentified Company Name] - Analyst

David Rainey (ph)

[Unidentified Company Name] - Analyst

Unidentified

PRESENTATION

Operator

Good afternoon. My name is Lisa and I will be your conference facilitator today. At this time I would like to welcome everyone to the BCGI 2004 third quarter earnings conference call. All lines have been been placed on mute to prevent any background noise. After the speakers remarks there will be a question-and -answer period. If you would like to ask a question during this time simply press star, then the No. 1 on your telephone keypad. If you would like to withdraw your question press star, then the No. 2 on your telephone keypad. Thank you. Ms. Garland you may begin the conference.

Susan Garland - Boston Communications Group - Financial Relations Board

Thank you. Good afternoon. By now you should have all had a chance to view today's Press Release. If anyone still needs

a copy please call us at 212-445-8453 and request a fax or e-mail. Alternatively you can view and download the release at the Boston Communications Corporate website www.bcgi.net. On the line with us today are E.Y. Snowden, President and CEO, and Karen Walker, Chief Financial Officer of Boston Communications Group. Please note that Management is happy to speak privately with investors and analysts regarding overall strategy, industry trends, and historical issues. However more specific questions regarding updates on financial guidance or other material information will only be discussed on widely estimated Press Releases or via open conference calls, such as the one being held today.

I would also like to caution everyone that various remarks that the Company may make about the Company's future expectations, plans, and prospects constitute forward-looking statements for purposes of the Safe Harbor provisions under the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by these forward-looking statements, as a result of various important factors, including those discussed in the Form 10-K for the year ended December 31st, 2003, which is on file with the SEC. In addition, any forward-looking statements represents our views only as of today and should not be relied upon as representing our views as of any subsequent date. While we may elect to update forward-looking statements at some point in the future we specifically disclaim any obligation to do so even if our estimates change, and therefore, you should not rely on these forward-looking statements as representing our views as of any date subsequent to today. Now, without further delay I'd like to turn the call over to E.Y. Snowden. Please go ahead E.Y.

E.Y. Snowden - Boston Communications Group - Pres, CEO

Thank you, Susan, and welcome Boston Communications Group's third quarter 2004 conference call. We'll be using our time with you this afternoon to share updates on key areas of our business and provide additional insight to some of the strategic initiatives under way at BCGI. To begin, I'd like to cover some highlights of our third quarter performance. Net income for the 9-months ended September 30, 2004, totaled \$13.2 million, representing a 13% increase over the same-period last year. Net income for the third quarter decreased 17% from the second quarter of 2004 due principally to a decline in gross additions on BCGI's platform from our 2 largest carrier customers, Verizon Wireless and Cingular. Though net income was down from the previous quarter we had free cash flow of \$8.4 million for the quarter.



FINAL TRANSCRIF.

BCGI - Q3 2004 Boston Communications Group Earnings Conference Call

Case 1:05-cv-11165-WGY

evolved the product to include management tools for SMS and created a baseline platform for wireless data management in Version II. And our current development cycle is targeted at creating the functionality needed to manage access to an exploding variety of wireless content. As networks and handsets evolve to provide highband web, full-color and even full-motion accessed to the internet. The demand for tools that allows subscribers the ability to manage access to Internet content is growing. The need for carriers to offer creative tools for controlling content delivery is an increasing worldwide trend spurred by consumers, carriers, and in some cases regulators. Combined with the truly flexible sales and delivery models the innovative technology that powers Mobile Guardian is well-positioned to meet that need and ultimately open the door to new markets around the world. Throughout the next quarter and beyond we will continue to invest in our technology and people and pursue opportunities that allow us to open new markets and diversify our revenue streams. We are confident that the good work we are doing with existing carrier customers, continuous development of new products and features, an increased flexibility in how we serve our customers will deliver long-term growth and increase shareholder value. Now, I'd like to hand the call over to Karen Walker, our Chief Financial Officer to discuss our financial performance and guidance.

Karen Walker - Boston Communications Group - CFO, VP-Financial Admin., Treasurer

Thank you, E.Y. In the third quarter we further demonstrated our diversification progress while continuing to deliver healthy profits and building an even stronger balance sheet. Though our total revenues were \$630,000 lower sequentially, revenues from customers other than Verizon and Cinquiar increased 19% over the second quarter of 2004. Specifically, Nextel generated 14% of our revenue for the third quarter up from 11% in Q2, BTPS revenues decreased about \$1,4 million or 5% sequentially, primarily a result of fewer Verizon and Cingular gross additions. This reduction in gross adds contributed to our average build MOU per month, declining 4% sequentially to 108, and our average billed rate per minute remaining relatively consistent with Q2. Additionally, churn for the quarter was approximately 9.4% per month increasing from 8% in the second quarter of 2004. These trends, as well as our investment in new products and technology advancements that are not expected to generate revenue until 2005, resulted in BTPS gross margins of 76%, about 2 points lower than the second quarter of '04.

Our prepaid systems revenues were \$1.4 million up from -up \$759,000 over Q2. The increase was principally due to the recognition of a shipment that had been differed in the previous quarter and was appropriately recognized in Q3. As a result of the increased revenue our margins rose on a sequential basis from 31% in Q2 to 54% in Q3. As E.Y. mentioned during the third quarter we made a decision to begin the phase shutdown of our Tulsa location, which has housed much of the operations to support our systems business. If you recall this has been a very small piece of our overall operations and financial results. We expect that our systems business will be fully integrated into our Massachusetts' location within the first half of 2005. The expenses we have incurred to begin closing that facility are reflected within the system operating results. Additionally, as a result of this consolidation we do not expect to be reporting prepaid systems as a separate segment in 2005.

Depreciation expense increased sequentially principally due to the right-offs of certain assets, including assets associated with the Tulsa location. We, therefore, expect that the depreciation will trend down slightly in Q4. Legal costs associated with the Freedom Wireless lawsuit were lower than expected. In Q3 we experienced a period of relatively low activity related to the lawsuits. However, we anticipate that expenses going forward will average approximately 2 to 3 cents per share, per quarter, but they may vary from quarter-to-quarter depending upon the level of activity and the timing of the proceedings. As we announced on August 11th, the case is getting closer to the trial phase, but a trial date has yet to be set by the Court. We continue to maintain our confidence that we do not infringe the Freedom Wireless patents and we will continue to vigorously defend their claims. Our cash and investments balance increased \$5.8 million for the quarter yielding a record balance of \$70.9 million. The largest contributing factor was our DSO decreasing to 59 days as of September 30th from 80 days as of June 30th. This decrease resulted from strong collections during the quarter. Keep in mine that our cash increase for the quarter takes into account \$3.2 million that we used to repurchase 334,000 shares under our previously announced share repurchase program. To date we have repurchased 838,000 shares for \$8.2 million. Additionally, Capital Expenditures for the quarter totaled \$3.9 million.

Now, I'd like to spend some time talking about our outlook. As we've stated we currently do not have specific guidance from Cingular regarding the timing and rate of prepaid subscriber additions or migrations to their GSM service. Additionally, we do not have a specific migration plan from



Exhibit 25

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Filed 12/02/2005

Page 35 of 40

10-Q 1 d10q.htm FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2004

Table of Contents

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 10549

FORM 10-Q

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended September 30, 2004

or

☐ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number: 0-28432

Boston Communications Group, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts (State or other jurisdiction of incorporation or organization) 04-3026859 (I.R.S. Employer Identification No.)

100 Sylvan Road, Woburn, Massachusetts 01801 (Address of principal executive offices)

Registrant's telephone number, including area code: (781) 904-5000

(Former name, former address, former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES \boxtimes NO \square

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2) YES \boxtimes NO \square

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date. As of November 1, 2004, the Company had outstanding 17,560,192 shares of common stock, \$.01 par value per share.

Table of Contents

)

INDEX

PART I.	FINANCIAL INFORMATION:	
Item 1.	Financial Statements (Unaudited)	
	Condensed Consolidated Balance Sheets	3
	Condensed Consolidated Statements of Operations	4
	Condensed Consolidated Statements of Cash Flows	5
	Notes to Condensed Consolidated Financial Statements	6
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations Certain Factors That May Affect Future Results	13
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	24
Item 4.	Controls and Procedures	24
PART II.	OTHER INFORMATION:	25
Item 1.	<u>Legal Proceedings</u>	25
Item 2.	Changes in Securities, Use of Proceeds and Issuer Purchases of Equity Securities	25
Item 6.	Exhibits	26

This Quarterly Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding the expectations regarding our new product offerings, expansion into new markets, Verizon Wireless' timetable to transfer subscribers from our platform to their internal prepaid platform, diversification of our product and customer base, total revenues, bcgi Mobile Guardian revenues, earnings per share, billing and transaction processing services revenues, sales and marketing expenses, depreciation and amortization, costs to defend the Freedom Wireless lawsuit and the belief that the Company does not infringe on the Freedom Wireless patents, additional capital investments, payment of additional contingent cash consideration to Infotech Solutions Corporation, and the ability to finance our operations for the next 12 months. These statements are based on the current beliefs and assumptions of management.

Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk". The statements discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made herein.

Table of Contents

Comprehensive Income

Comprehensive income is comprised of net income and unrealized gains and losses on available-for-sale securities.

	Three mor Septem	oths ended iber 30,	Nine mon Septem	
	2004	2603	2004	2003
Net income as reported Unrealized gain (loss) on available for sale securities	\$ 4,168 125	\$ 4,294 —	\$13,243 (101)	\$11,669 —
Comprehensive income	\$ 4,293	\$ 4,294	\$13,142	\$11,669

3. Contingencies

Legal

In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of the Company's wireless carrier customers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. If there was a ruling that the Company infringed the Freedom Wireless patents, it could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. On August 10, 2004, the plaintiff and the defendant each had four summary judgment motions denied by the court, bringing the case closer to the trial phase. The suit is in the pre-trial phase and the trial is scheduled to begin on January 31, 2005. The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art and other reasons.

From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, the Company can give no assurance that it will prevail. However, the Company does not believe that any of these current matters (other than as disclosed) will have a material adverse effect on its consolidated financial position, although an adverse outcome of any of these matters could have a material adverse effect on its consolidated results of operations or cash flows in future quarters or in the quarter or annual period in which one or more of these matters are resolved.

Indemnifications

In November 2002, the Financial Accounting Standards Board (FASB) issued Interpretation No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others" (FIN 45), which requires certain guarantees to be recorded at fair value as opposed to the previous practice of recording a liability only when a loss is probable and reasonably estimable. FIN 45 also requires a guarantor to make significant new guaranty disclosures, even when the likelihood of making any payments under the guarantee is remote.

The Company has agreed to indemnification provisions in certain of its agreements with customers and its leases of real estate in the ordinary course of its business.

With respect to customer agreements, these provisions generally obligate the Company to indemnify the customer against losses, expenses, liabilities and damages that may be awarded against the customer in the event the Company's systems or services infringe upon a patent or other intellectual property right of a third

EX-31.1 2 dex311.htm SECTION 302 CEO CERTIFICATION

Exhibit 31.1

CERTIFICATIONS

, E. Y. Snowden, certify that:

- 1. I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
- 2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
- 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) [Not Applicable]
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting;
- 5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 9, 2004

/s/ E.Y. Snowden

E. Y. Snowden President and Chief Executive Officer

EX-31.2 3 dex312.htm SECTION 302 CFO CERTIFICATION

Exhibit 31.2

I, Karen A. Walker, certify that:

- I. I have reviewed this guarterly report on Form 10-Q of Boston Communications Group, Inc.;
- 2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report; registrant as of, and for, the periods presented in this quarterly report;
- 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) [Not Applicable]
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
- 5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 9, 2004

,

/s/ Karen A. Walker

Karen A. Walker

Vice President, Finance and Administration and Chief Financial Officer

EX-32 4 dex32.htm SECTION 906 CEO AND CFO CERTIFICATION

Exhibit 32

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q of Boston Communications Group, Inc. (the "Company") for the period ended September 30, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, E.Y. Snowden, President and Chief Executive Officer, and Karen A. Walker, Vice President, Finance and Administration and Chief Financial Officer, hereby certify, pursuant to 18 U.S.C. Section 1350, that:

- the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934;
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date November 9, 2004

/s/ E.Y. Snowden

E.Y. Snowden

President and Chief Executive Officer

Date: November 9, 2004

/s/ Karen A. Walker

Karen A. Walker

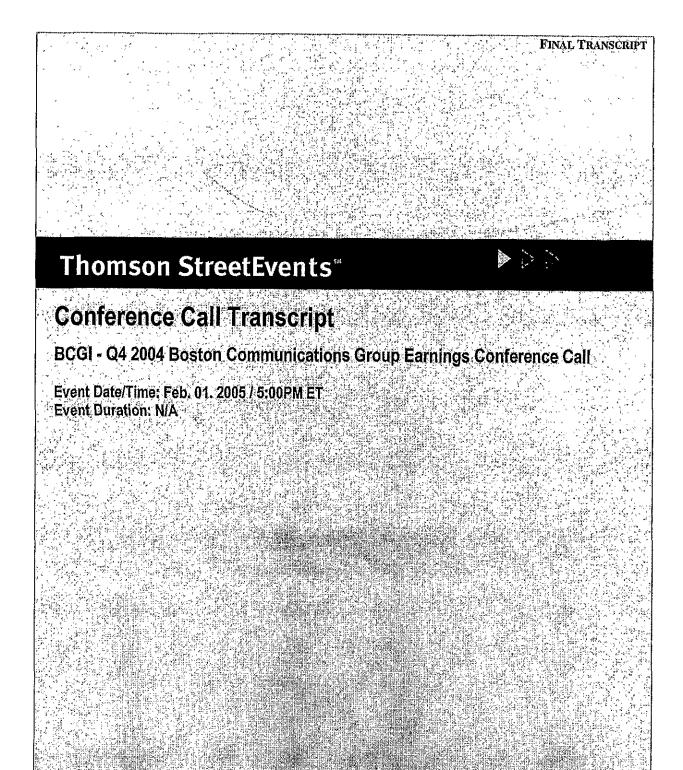
Vice President, Finance and Administration and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Boston Communications Group, Inc., and will be retained by Boston Communications Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

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Exhibit 26



Thomson StreetEvents

streetevents@thomson.com

617.603.7900

www.streetevents.com



BCGI - Q4 2004 Boston Communications Group Earnings Conference Call

CORPORATE PARTICIPANTS

Susan Garland

Boston Communications Group - IR

E.Y. Snowden

Boston Communications Group - President, CEO

Karen Walker

Boston Communications Group - CFO, VP - Financial Admin, Treasurer

CONFERENCE CALL PARTICIPANTS

Peter Jacobson

Kaufman Brothers - Analyst

Steve Levenson

Advest - Analyst

Tavis McCourt

Morgan Keegan - Analyst

Scott Sutherland

Wedbush Morgan Securities - Analyst

Greg Gorbatenko

Marquis Investment Research - Analyst

Vince Pipia

HD Brous - Analyst

PRESENTATION

Operator

Good afternoon. My name is Vonda, and I will be your conference facilitator. At this time, I'd like to welcome everyone to the begi fourth-quarter and 2004 year-end conference call. All lines have been placed on mute to prevent any background noise. After the speakers' remarks, there will be a question-and-answer period. (OPERATOR INSTRUCTIONS) Thank you.

Ms. Garland with Financial Relations Board, you may begin your conference.

Susan Garland - Boston Communications Group - IR

Thank you, Vonda. Good afternoon. By now, you should have had a chance to review today's press release. If anyone still needs a copy, please call us at 212-827-3777 and request a fax or e-mail. Alternatively, you can view and download the release at the Boston Communications corporate website, www.bcgi.net.

On the line with us today are E. Y. Snowden, President and CEO, and Karen Walker, CFO of Boston Communications Group. Please note that management is happy to speak privately with investors and analysts regarding overall strategy, industry trends, in historical issues. However, more specific questions regarding updates on financial guidance or other material information will only be discussed on widely disseminated press releases or via open conference calls such as the one being held today.

I would also like to caution everyone that various remarks that the Company may make about the Company's future expectations, plans, and prospects constitute forward-looking statements for purposes of the Safe Harbor provisions under the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by these forward-looking statements as a result of various important factors, including those discussed in the Form 10-Q for the quarter ended September 30, 2004, which is on file with the SEC. In addition, any forwardlooking statements represents our views only as of today, and should not be relied upon as representing our views as of any subsequent date. While we may elect to update forward-looking statements at some point in the future, we specifically disclaim any obligation to do so, even if our estimates change. And therefore, you should not rely on these forward-looking statements as representing our views as of any date subsequent to today.

Now I would like to turn the call over to E. Y. Snowden, E. Y., please go ahead.

FINAL TRA

BCGI - Q4 2004 Boston Communications Group Earnings Conference Call

although we do not have the specific migration schedule from Verizon, we still expect they will complete conversions off of our platform by Q3 '05.

Nevertheless, given our baseline of revenues and related trends, we are estimating that consolidated revenues will range around 23 to \$25 million for the first quarter of '05. Our gross margins are expected to decreased to about 71 to 73 percent in the first quarter, due to the lower revenues, along with additional costs for resources to support our license sale business and international expansion.

Our sales and marketing expenses are anticipated to increase by more than \$1 million in the first quarter of '05. The increase reflects our investment in our rebranding effort; our participation in two major tradeshows in Q1, 3GSM World Conference and CTIA; as well as our focus on expanding our product offerings on a global scale. ER&D and G&A expenses for Q1 are expected to remained fairly consistent with Q4.

As we approached the Freedom Wireless trial date of February 28, legal expenses are expected to increase to 5 to 6 cents per share in Q1 to accommodate additional hours and expenses to try the case. In documents that were made publicly available last week, we learned that Verizon Wireless, a defendant in the case, reached a settlement with Freedom and is no longer a defendant in the case, begi was not part of the settlement discussions, and the terms of the settlement are not public. It's important to note that, as we were not a party to these negotiations, we have not agreed to Verizon's settlement terms, and we do not believe that we have any indemnification liability towards Verizon's settlement.

This also does not change our position in the case. We remain that we do not infringe on the Freedom Wireless patents, and that the patents are invalid in light of prior art (ph).

Our capital expenditures are estimated to range between 4 to 5 million for the first quarter. And we expect to spend about 15 to \$17 million in '05. As a result, depreciation expense is expected to increased 2 to \$300,000 in QI. The capital requirements are primarily to support new product offerings and ongoing technology enhancements to further advance our real-time transaction processing platform to support our Mobile Guardian, payments, licensing, and MVNO strategies.

We expect first-quarter GAAP earnings to range between 5 and 9 cents per share, including legal charges of approximately 5 to 6 cents per share. Principally due to the timing of certain year-end accruals being paid in the first quarter, we expect that cash will decrease about 2 to \$4 million in Q1.

Before turning the call over to questions, we would like to reiterate that the progress we are making to position begi as a global leader in real-time billing and payments as well as to make Mobile Guardian a category-leading solution is the result of our dedicated pursuit of our clearly defined diversification strategy. In 2005, we

expect to maintain the accelerated pace of our developms and marketing efforts to achieve our objectives. We will commune to manage cost through prudent investment in growth areas of our business, and work to further strengthen our balance sheet.

The economic strength of our core business enables us to be in a strong cash generation position, even while we work to build and grow our new initiatives. We're confident that the steps we have taken to broaden our market reach and the changes we have made to overcome specific business challenges have created significant new revenue opportunities for begi. We look forward to reporting our progress throughout 2005 and for many years to come.

Thank you for your time. And I would now like to ask the operator to open the call to questions.

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Exhibit 27

Document 24-7 Filed 12/02/2005

Page 1 of 75 Page 6 of 12

10-K 1 d10k.htm FORM 10-K

Table of Contents

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

FORM 10-K

 ■ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES **EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2004

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES **EXCHANGE ACT OF 1934**

Commission File Number 000-28432

BOSTON COMMUNICATIONS GROUP, INC.

(Exact Name of Registrant as Specified in its Charter)

MASSACHUSETTS

(State or Other Jurisdiction of Incorporation or Organization)

04-3026859 (I.R.S. Employer Identification No.)

55 Middlesex Turnpike, Bedford, Massachusetts (Address of Principal Executive Office)

01730 (Zip Code)

Registrant's telephone number, including area code: (781) 904-5000

Securities registered pursuant to Section 12(b) of the Act:

None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, par value \$.01 per share

Indicate by check mark whether registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES 🗵 NO 🗆

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2) YES X NO □

The approximate aggregate value of the common stock held by non-affiliates of the registrant, computed by reference to the closing sales price of such stock quoted on the NASDAQ National Market on June 30, 2004, was \$177,946,324. The

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Page 2 of 75 Page 7 of 12

number of shares outstanding of the Registrant's common stock, \$.01 par value per share, as of March 11, 2005 was 17,639,150.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement for its 2005 Annual Meeting of Stockholders are incorporated by reference into Part III (Items 10, 11, 12, 13 and 14) of this Annual Report on Form 10-K.

6/10/2005

Table of Contents

This Annual Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding:

- Earnings per share;
- Revenues;
- Gross margin;
- Continued customer concentration and diversification of our revenue base;
- Legal expenses related to the Freedom Wireless, Inc. ("Freedom Wireless") lawsuit;
- Global expansion with new and existing products;
- Entrance of new competitors in the wireless services market;
- Engineering, research and development expenditures;
- Sales and marketing expenses;
- General and administrative expenses;
- Depreciation and amortization expense;
- Capital expenditures;
- Defined Benefit Plan contributions;
- Financing of investments and contingent consideration payments with cash and short-term investments;
- Expectations regarding new product offerings; and
- Payment of dividends.

These statements are based on the current beliefs and assumptions of management.

Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

A number of important factors could cause actual events or actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Certain Factors That May Affect Future Results", "Quantitative and Qualitative Disclosures About Market Risk" and those set forth in Items 1 and 3 of Part I of this Annual Report on Form 10-K. The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made herein.

Item 1. BUSINESS

OVERVIEW

Boston Communications Group, Inc. ("bcgi") was incorporated in Massachusetts in 1988 and provides innovative products and services to enable advanced voice and data services for wireless operators, including carriers such as Alltel Corporation, Cable and Wireless, Cincinnati Bell Wireless, Cingular Wireless, Dobson Cellular Systems, Inc., Nextel Communications, Telefonica and Verizon Wireless. We are a leading provider of Real-Time billing as well as other products and services to wireless operators and we offer our solutions on both a managed services and/or licensed system basis. These innovative solutions help our wireless operator customers compete effectively by attracting and retaining additional subscriber customers, thereby increasing their ability to drive additional revenue while lowering their operating costs.

Table of Contents

AVAILABLE INFORMATION

We maintain an internet website at www.bcgi.net. The contents of our website are not part of this annual report on Form 10-K, and our internet address is included in this document as an inactive textual reference only. We make available, free of charge through our website, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and each amendment to these reports as soon as reasonably practical after we file such material with, or furnish it to, the Securities and Exchange Commission ("SEC"). Each such report is available via a direct link through our website to our filings on the Securities and Exchange Commission EDGAR system or directly from the SEC's website, www.sec.gov.

Item 2. PROPERTIES

We own the facility at our principal location in Bedford, Massachusetts. Our Bedford location currently houses our data and network operations center, as well as our corporate headquarters, engineering and software development, sales and marketing, and administrative personnel. We lease space at our locations in Woburn, Massachusetts, Westbrook, Maine and Hyderabad, India. Our Woburn, Massachusetts facility currently serves as our redundant data center site.

The Westbrook facility houses our support functions for our Voyager Billing solution, including software development and technical support. Our Hyderabad facility hosts certain software development functions. We also have 31 other smaller leased facilities throughout the United States that house certain equipment for our network. We believe that our existing sites will accommodate our short-term anticipated growth and data center space needs and that suitable additional space is available if needed. Additionally, in February 2005 the lease for a portion of our Woburn facility was extended until February 2009 for our redundant data center.

The following list comprises our significant leased facilities:

Location	Square Footage	Expiration Date
Woburn, Massachusetts	13,669	February 2009
Westbrook, Maine	10,679	May 2006
Hyderabad, India	6,232	June 2007

Item 3. LEGAL PROCEEDINGS

In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of our wireless carrier customers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages as well as injunctive relief. If there were a ruling that we infringed the Freedom Wireless patents, it could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by our technology. The trial began on February 28, 2005 and is expected to last for approximately eight weeks. In 2005, Verizon Wireless, who was a defendant in the case, reached a settlement with Freedom Wireless and is therefore no longer a defendant in the case. We were not part of the settlement discussions and the terms of the settlement are not public. We do not believe that we infringe these patents and believe that the patents are invalid in light of prior art and other reasons.

In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, we recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by our outside legal counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which had made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, we began accounting for costs related to this case as incurred. As a result, for the years ended December 31, 2003 and 2004, we recorded charges of \$4.0 and \$3.0 million, respectively, for legal expenses related to the lawsuit.

EX-31.1 9 dex311.htm CERTIFICATION OF CEO

Exhibit 31.1

CERTIFICATIONS

, E. Y. Snowden, certify that:

- 1. I have reviewed this annual report on Form 10-K of Boston Communications Group, Inc.;
- Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a
 material fact necessary to make the statements made, in light of the circumstances under which such statements were made,
 not misleading with respect to the period covered by this annual report;
- Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly
 present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for
 the periods presented in this annual report;
- 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - b) Designed such internal control over financial reporting or caused such disclosure controls and procedures to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with generally accepted accounting principles.
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
- 5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 9, 2005 /s/ E. Y. Snowden

E. Y. Snowden President and Chief Executive Officer

EX-31.2 10 dex312.htm CERTIFICATION OF CFO

Exhibit 31.2

I, Karen A. Walker, certify that:

- 1. I have reviewed this annual report on Form 10-K of Boston Communications Group, Inc.;
- 2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
- Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly
 present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for
 the periods presented in this annual report;
- 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - b) Designed such internal control over financial reporting or caused such disclosure controls and procedures to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with generally accepted accounting principles.
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting;
- 5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 9, 2005 /s/ Karen A. Walker

Karen A. Walker Vice President, Finance and Administration and Chief Financial Officer EX-32 11 dex32.htm CERTIFICATION OF CEO AND CFO

Exhibit 32

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report on Form 10-K of Boston Communications Group, Inc. (the "Company") for the period ended December 31, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, E.Y. Snowden, President and Chief Executive Officer, and Karen A. Walker, Vice President, Finance and Administration and Chief Financial Officer, hereby certify, pursuant to 18 U.S.C. Section 1350, that:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 9, 2005 /s/ E. Y. Snowden

E.Y. Snowden

President and Chief Executive Officer

Date: March 9, 2005 /s/ Karen A. Walker

)

Karen A. Walker Vice President, Finance and Administration and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Boston Communications Group, Inc., and will be retained by Boston Communications Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 28 – Part 1

January 31, 2008

Expires: January 31 Estimated average burden

hours per response...

3235-0287

OMB APPROVAL

Ownership St' ission

FORM 4

Section 16. Form 4 or Check this box if no Form 5 obligations may continue. See longer subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Instruction 1(b).

Gase 1:05-cv 6. Individual or Joint/Group Filing (Check Applicable Line) Other (specify below) 5. Relationship of Reporting Person(s) to Issuer 10% Owner Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Check all applicable) President & CEO X Form filed by One Reporting Person
Form filed by More than One Reporting Person X_Officer (give title below) Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 Director BOSTON COMMUNICATIONS GROUP INC 4. If Amendment, Date of Original Filed (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 2. Issuer Name and Ticker or Trading Symbol 05/02/2005 [bcgi] (Middle) I. Name and Address of Reporting Person * (State) (First) (Street) 55 Middlesex Turnpike Print or Type Responses) Bedford, MA 01730 SNOWDEN E Y (1 ast)

7. Nature 1

4. Securities Acquired 5. Amount of Securities

2A. Deemed 3. | 4. Securities Acquir Execution Date, if | Transaction (A) or Disposed of

Code

(Month/Day/Year) any

2. Transaction Date

1. Title of Security

Instr. 3)

Beneficially Owned Following Reported

Ownership of Indirect

Beneficial 💠

Form:

Ownership

Direct (D)

or Indirect (Instr. 4)

(Instr. 3 and 4)

Transaction(s)

(Instr. 3, 4 and 5)

(Month/Day/Year) (Instr. 8)

(Instr. 4)

\$5.654 | 14,049

⋖

2,500

Ω

05/02/2005

Common Stock

Price

|Amount|(D)|

>

Code

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

contained in this form are not required to respond unless the Persons who respond to the collection of information orm displays a currently valid OMB control number.

Page 2 of

11. Nature

nership of Indirect Beneficial Ownership

(Instr. 4)

12/02/2005

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	10.	Ownership	Form of	Derivative	Security:	Direct (D)	
	9. Number	of	Security Derivative	(Instr. 5) Securities Derivative	Beneficially Security:	Owned	
	8. Price of	Derivative of	Security	(Instr. 5)	,		
/~/	7. Title and 8. Price of 9. Number 10.	Amount of		Securities	(Instr. 3 and		
(a.g.) barel carrelar rainest abressed con received accurrence	5. Number 6. Date Exercisable	and Expiration Date	Derivative (Month/Day/Year)	•			
to the feature of	5. Number		Derivative	Securities	Acquired	(A) or	
	4.	Date, if Transaction of	Code				
	med			(Instr. 8) (Month/Day/Year)	•		
	3A. Deemed	Execution	any	(Month/)			
	3. Transaction 3A. Dee	ч	(Month/Day/Year) any	(Month/	<u>, </u>		
		Conversion Date Executio	or Exercise (Month/Day/Year) any	Price of (Month/	Derivative		

5/2/2005

ip Su' ission

Security			Disposed of (D) (Instr. 3, 4,	.,-	(4)	Following or Indirect Reported (I) Transaction (Inst. 4)	or Indirect (I) (Instr. 4)	
			and 5)			(s)		
					Amount	(Instr. 4)		_Ca
			· · · · · · · · · · · · · · · · · · ·	Date Expirat	Expiration Title Number			ise 1
		Code	V (A) (D)	2000	ot Shares			l:05-
								cv-1
Reporting Owners								1165
	Rela	Relationships						5-W
teporting Owner Name / Address	Director 10% Owner Officer	Officer	Other					GΥ

Reporting Owners

(Rela	Relationships	
Reporting Owner Name / Address		Director 10% Owner Officer	Officer	Other
SNOWDEN E Y 55 Middlesex Turnpike Bedford, MA 01730			President & CEO	

E. Y (Snowden Signatures

*Signature of Reporting Person

Date

05/02/2005

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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Meredith McGuire

From:

Edgar.Postmaster@sec.gov

Sent:

Monday, May 02, 2005 4:51 PM

To:

abouffard@bcgi.net; secnotices@sendd.com; mmcguire@bcgi.net; lapony@bcgi.net

Subject:

ACCEPTED FORM TYPE 4 (0001181431-05-024776)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

FORM TYPE:

NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 02-May-2005 16:51

NO

ACCEPTED DATE:

02-May-2005 16:51

FILING DATE:

02-May-2005 16:51

TEST FILING:

CONFIRMING COPY:

ACCESSION NUMBER: 0001181431-05-024776

FILE NUMBER(S):

1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 05-Apr-2006 14:08.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK:

0001200471

OWNER:

SNOWDEN E Y

FORM TYPE: 4

FILE NUMBER(S):

1. 000-28432

ISSUER:

2. CIK:

0001012887

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

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We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

Ownership or ussion

FORM 4

Check this box if no

Section 16. Form 4 or

longer subject to

Form 5 obligations

may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

				ase	1:05-cy
OMB APPROVAL	OMB Number: 3235-0287	Expires: January 31, 2008	hours per response 0.50	436	

Instruction 1(b).

Beneficial 🛧 Ownership Ownership of Indirect 7. Nature (Instr. 4) 6. Individual or Joint/Group Filing (Check Applicable Line) Other (specify below) or Indirect Direct (D) Relationship of Reporting Person(s) to Issuer (Instr. 4) Form: 10% Owner Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Check all applicable) President & CEO X Form filed by One Reporting Person
Form filed by More than One Reporting Person Beneficially Owned Following 5. Amount of Securities Reported Transaction(s) X_Officer (give title below) (Instr. 3 and 4) Director Amount (D) Price (Instr. 3, 4 and 5) 2A. Deemed 3. 4. Securities Execution Date, if | Transaction | Acquired (A) or Disposed of (D) <u>E</u> BOSTON COMMUNICATIONS GROUP INC 4. If Amendment, Date of Original Filed (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 2. Issuer Name and Ticker or Trading Symbol Code V (Month/Day/Year) (Instr. 8) Code (Month/Day/Year) any 03/28/2005 [bcgi] 2. Transaction Date (Middle) (Zip) Name and Address of Reporting Person * (First) (Street) (State) 55 Middlesex Turnpike Print or Type Responses) Bedford, MA 01730 SNOWDENEY . Fitle of Security (C)(X) (Instr. 3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02/SC)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (2.2., puts. calls, warrants, ontions, convertible securities)

				-8-, puts, ca	iis, mailalits,	(e.g., purs, cans, warrains, options, convertible securities)	(53)		
1, Title of 2.		3. Transaction	3A. Deemed	4.	5. Number	5. Number 6. Date Exercisable and	7. Title and Amount 8. Price of 9. Number	8. Price of	9. Number
Derivative	Derivative Conversion Date	Date	Execution Date, if	Date, if Transaction of		Expiration Date	of Underlying	Derivative of	of
Security	or Exercise	Security or Exercise (Month/Day/Year) any		Code		(Month/Day/Year)	Securities	Security Derivative	Derivative
(1040.3)	Price of (۲۱۱٬۰۱۲)	•	(Month/Day/Year) (Instr. 8)		Securities		(Instr. 3 and 4)	(Instr. 5) Securities	Securities
	Derivative		•		Acquired				Beneficiall
	Security				(A) or				Owned
					Disposed of			•	Following

Benefy

Form of

Owner (Instr.

Derivative

Direct (D) or Indirect

Ily | Security:

10. Ownership of Ind

Page 5

Page 2 of 3

Ownership Se' vission

Reporting Owners

\$7.29

Options

Stock

to Buy) (Right

		Rel	Relationships	
Keporting Owner Name / Address	Director	Oirector 10% Owner Officer	Officer	Other
SNOWDEN E Y 55 Middlesex Turnpike Bedford, MA 01730			President & CEO	

Signatures Elected Survey Edward Sm

3(30)05

Alan Bouffard under Power of Attorney dated 8/31/2002

--Signature of Reporting Person

Date

03/30/2005

Filed 12/02/2005

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).

 ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

 (1) Exercisable in three equal installments commencing on the anniversary of the date of grant.

 (2) In addition, 123,000 are held indirectly by (a)41,000 by the Bradford Irrevocable Trust (b)41,000 by the Sophia Trust, (c)41,000 by the Mallory Trust, flo/b the children of the continuous person. reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

3/30/2005

Filed 12/02/2005

Meredith McGuire

From:

Edgar.Postmaster@sec.gov

Sent:

Wednesday, March 30, 2005 4:28 PM

To:

abouffard@bcgi.net; secnotices@sendd.com; mmcguire@bcgi.net; lapony@bcgi.net

Subject:

ACCEPTED FORM TYPE 4 (0001181431-05-019143)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

FORM TYPE:

NUMBER OF DOCUMENTS: 1 30-Mar-2005 16:28 ACCEPTED DATE:

RECEIVED DATE: 30-Mar-2005 16:28

FILING DATE: 30-Mar-2005 16:28

TEST FILING:

CONFIRMING COPY:

NО

ACCESSION NUMBER: 0001181431-05-019143

FILE NUMBER(S):

1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK:

0001200471

OWNER:

SNOWDEN E Y

FORM TYPE: 4 FILE NUMBER(S):

1. 000-28432

ISSUER:

2. CIK:

0001012887

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

_____NOTICE -----

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We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

SEC 1474 (9-02)

FORM 4

hip Submission

Own

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

January 31, 2008 OMB APPROVAL Expires: January 3 Estimated average burden hours per OMB Number:

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16. Form 4 or Check this box if no

Form 5 obligations may continue. See

Instruction 1(b).

longer subject to

response...

0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of arphi the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment

Company Act of 1940

(Print or Type Responses)								
1. Name and Address of Reporting Person SNOWDEN E Y	2. Issuer Na BOSTON (INC [bcgi]	2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]	Trading Sym		5. Relationsh Director	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director Original State Follows (Check State Follows)	rson(s) to Issuer icable) 10% Owner	iuer
(Last) (First) (Middle) 55 Middlesex Turnpike	3.1	Date of Earliest Transaction (Month/Day/Year) 128/2005	(Month/Day/	Year)	Presid	President & CEO	CEO	Carona
(Street)	4. If Amendm (Month/Day/Year)	f Amendment, Date of Original Filed	ginal Filed		5. Individual X_Form filed I	6. Individual or Joint/Group Filing (Check Applicable Line) X. Form filed by One Reporting Person From filed by More than One Reporting Person	ing (Check Ap	olicable Line)
Bedford, MA 01730					1000	y more man one tespon.	100 1 011	
(City) (State) (Zip)	(dj	Table I - Non-Der	rivative Secu	rities Acqui	red, Dispos	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	Illy Owned	
1. Title of Security (Instr. 3)	2. Transaction 2A. Date Exe (Month/Day/Year) any (Mo	2A. Deemed 3. 4. Securities Acquii Execution Date, if Transaction (A) or Disposed of Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Code V Amount (D) Price	3. Transaction Code (Instr. 8) Code V	4. Securities Acquire ion (A) or Disposed of (D) (Instr. 3, 4 and 5) or V Amount (D) Price	pg eq	4. Securities Acquired 5. Amount of 6. 7. Nature (A) or Disposed of Securities Ownership of Indirect (D) (Instr. 3, 4 and 5) Owned Following Direct (D) (A) Reported Or Indirect (Instr. 4) (Beneficially Price (Instr. 3 and 4) (Instr. 4)	6. 7. Nature Ownership of Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/28/2005		P ⁽¹⁾	1,556 A	1,556 A \$6.409 11,549	11,549	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly

contained in this form are not required to respond unless the form displays a currently valid OMB control Persons who respond to the collection of information number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

ssion
Submis
hip
Own'

	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	
		(Instr. 4)
	8. Price of 9. N Derivative of Security Deri (Instr. 5) Secu Own Foll Rep Rep (S)	p
	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Title Number of Shares
ecurities)		ation
puts, calls, warrants, options, convertible securities)	5. Number of and Expiration Date of and Expiration Date Derivative (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Expii Exercisable Date
, options,	umber ivative urities uired or or cosed D) tr. 3, 4, 5)	Code V (A) (D)
rants	on Se Do G) A
calls, war	4. Transacti Code (Instr. 8)	Code
(e.g., puts,	beemed Ition Date, if th/Day/Year)	
	nsaction n/Day/Year)	
ļ	1. Title of 2. 3. Trar Derivative Conversion Date Security or Exercise (Montl (Instr. 3) Price of Derivative Security	
	I. Title of 2. Derivative Cor Security or I (Instr. 3) Pric	

Reporting Owners

(Rel	Relationships	
Keporting Owner Name / Address	Director	Director 10% Owner Officer	Officer	Other
SNOWDEN E Y 55 Middlesex Tumpike Bedford, MA 01730			President & CEO	

03/01/2005 Edward Snowden

-Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares purchased under bcgi's Employee Stock Purchase Plan.

3/1/2005

Own hip Submission

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid

OMB number.

3/1/2005

Meredith McGuire

From: Edgar.Postmaster@sec.gov

Sent: Tuesday, March 01, 2005 11:23 AM

To: abouffard@bcgi.net; secnotices@sendd.com; mmcguire@bcgi.net; lapony@bcgi.net

Subject: ACCEPTED FORM TYPE 4 (0001181431-05-013207)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 01-Mar-2005 11:23 ACCEPTED DATE: 01-Mar-2005 11:23

FILING DATE: 01-Mar-2005 11:23

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-05-013207

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001200471

OWNER: SNOWDEN E Y FORM TYPE: 4

FILE NUMBER(S): 1. 000-28432

ISSUER:

2. CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

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771 orm V. Holdings Reported entirect to Section 16 Ferm 4 in Farm 5 obligations max continue. See Instituction I

of oun 4 Transactions 13^{Perpented}

UNITED STATES S MMISSION

Washington, D.	ECURITIES A
on, D.C. 20549	EXCHANGE CC

OMB.	OVAL
OMB Number:	3235-0362
Expires:	January 31, 2008

hours per response... Estimated average burden

, 2008

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Cas	e 1: <u>8</u> 5 <u>-</u> cv-1	<u></u>	ე 6 § -\	Ç Ç	Y Doo	cum	(Inat 2 of s	4-8	W.H	led	12	(02/	200	5	2 - 1 P ag e
	Replinder: Report on a separate line for each class of securities hereficially owned directly or indirectly.	Cammon Stock	adumon Stock	Common Stock			Int.3)	(City)	Whum, MA 01801			Sylvan Road, Suite 100	(1 ad)		SNH)WDEN E Y
	arate line for each cl y or indirectly.							(State)			(Street)	le 100	(First)		eporting Person
Table I	ass of securit	12/13	12/13	12/13		[[]]	2. Transaction Date (Month/Day/Y	(Zip)					(Mıddle)		
I - Derivativ	ies	12/13/2004	12/13/2004	12/13/2004		" Day I cal)	r)				4. If Amen	12/31/2004	3. Statement for Is (Month/Day/Year)	[bcgi]	2. Issuer N BOSTON
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned	Persons who respond to the conot required to respond unless					(Month/Day/Year) (Instr. 8)	Deemed cution Date, if	Table I - N			4. If Amendment, Date of Original Filed (Month/Day/Year)	04	 Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 		2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC
ired, Dispose	spond to the	G	G	G		(Instr. 8)	3. Transaction Code	Von-Derivativ		(ginal Filed (M] Year Ended		Trading Syml ATIONS G
d of, or	ess the	105	315	525	(A) or Amount (D) Price	(Instr. 3, 4 and 5)	 Securities Acquired (A) or Disposed of (D) 	e Secur			onth/Day/N				ROUP
Benefi	tion	D	b	D	(f) (g) (g) (g)	, 4 and	d of (I	ities A			(ear)				INC
cially ies)	of info	\$0	\$0	\$0	Price	5)		cquir		,	9		1 1	<u> </u>	5.
Owned	Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.	9,993	10,098	10,413		(Instr. 3 and 4)	Beneficially Owned at end of Issuer's Fiscal Year	eficially Ov	X_Form Filed by One Reporting Person Form Filed by More than One Reporting Person	(check applicable line)	6. Individual or Joint/Group Reporting		President & CEO		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
		D	מ	מ		Direct (D)	Ownership Form:	vned	on	(6)	, uu		CEO	_ 10% Owner) to Issuer ble)
	SEC 2270 (9-02)				(H34. 4)	Ownership	of Indirect Beneficial						, w		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

											Pa
				Shares			(A) (D)				 age
				Title Number of	ation	Date Expir			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	· · · · · · · · · · · · · · · · · · ·	 14 of
				Amount							77
-		(Instr. 4)					and 5)			-	
	(Instr. 4)	Fiscal Year (Instr. 4)					(Instr. 3, 4,	•			7-3
•	9	Issuer's (I)					of (D)				
čt	or Indirect	End of					Disposed		-		 _
: (Instr. 4))	Si Dir (I	Beneficially Owned at	(Instr. 5)	(Instr. 3 and 4) (Instr. 5) Beneficially S ₁ ; (Instr. 4) Owned at Dir(D)			Λ <i>cqι</i> (A) οι	(Instr. 8)	(Month/Day/Year) (Instr. 8))erivative Security	(Instr 3)
-	-	-		_		-	-	-	-	_	-

Reporting Owners

0				
2/2		Rel	Relationships	
2	Director	Director 10% Owner Officer	Officer	Other
SNAMDEN E Y				
10(Eylvan Road			Dracidant & CEO	
Suffe 100			Tiesidelit & CEO	<u> —</u>
Woburn, MA 01801				
24-8		,	\$	
Signatures E. J. Luscel February 3, 2005	resch	力重	bray 3, 2000	1
C E. Y. Snowden	02	02/03/2005		
Signature of Reporting Person		Date		

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Remarks

**

Case 1:05-cv-11165 The following share were gifted; 525 shares to Stanford University, 315 shares to Tower School and 105 shares to Middlesex Schools.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

From:

Edgar.Postmaster@sec.gov

Sent: ſο:

Thursday, February 03, 2005 12:49 PM secnotices@sendd.com; lapony@bcgi.net

Subject:

ACCEPTED FORM TYPE 5 (0001181431-05-006779)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

FORM TYPE:

NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 03-Feb-2005 12:48

ACCEPTED DATE:

03-Feb-2005 12:49

FILING DATE:

03-Feb-2005 12:48

TEST FILING:

CONFIRMING COPY:

NO

ACCESSION NUMBER: 0001181431-05-006779

FILE NUMBER(S):

1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK:

0001200471

OWNER:

SNOWDEN E Y

FORM TYPE: FILE NUMBER(S):

1. 000-28432

ISSUER:

2. CIK:

0001012887

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

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FORN

(Print or Type Responses) 7may continue. See of Instruction 1(h). Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

UNITED STATES SECURITIES AND Washington, D.C. 20549 CHANGE COMMISSION

Expires: hours per response... Estimated average burden OMB Number: OMB APF January 31, 2005 Á 3235-0287 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Common Stock	Documer	L.Title of Security In 24 3)	F (('I(v)) (State)	(Street) Wethirm, MA 01801	(First) (First) Sylvan Road, Suite 100	1.
08/31/2004		2. Transaction Date (Month/Day/Y	(dtZ)		(Middle)	
P ⁽¹⁾ 1,135 A	Code V Amount (D)	2. Transaction 2A. Deemed 3. 4. Securities Acquired Date Execution Date, if (Month/Day/Year) Transaction (A) or Disposed of (D) (Month/Day/Year) Code (Instr. 3, 4 and 5)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	4. If Amendment, Date of Original Filed (Month/Day/Year)	3. Date of Earliest Transaction (Month/Day/Year) 08/31/2004	2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]
\$6.6725 10,938	and 4)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	ired, Disposed of, or Beneficially Own	6. Individual or Joint/Group Filing (Check Applicable Line) X_Form filed by One Reporting Person Form filed by More than One Reporting Person	President & CEO	ting Person ck all appli
	or Indirect (Instr. 4) (1) (Instr. 4)	6. 7. Nature Ownership of Indirect Form: Beneficial Direct (D) Ownership	ned	xk Applicable Line)	EO	n(s) to Issuer licable) 10% Owner

Refinder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of information

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

11. Nature of Indirect Beneficial Ownership (Instr. 4)	mership m of ivative urity: ect (D) ndirect	Number rivative curities neficial vned llowing ported	8. Price of 9. Number Derivative of Security Derivative (Instr. 5) Securities Beneficiall Owned Following Reported	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	5. Number 6. Date Exercisable of and Expiration Date Derivative (Month/Day/Year) Securities Acquired (A) or Disposed of (D)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	On Co	3A. Deemed Execution Date, if Transaction of Code Deri (Month/Day/Year) (Instr. 8) Acqu (A) of (I)	2. 3. Transaction 3A. Conversion Date Exeror Exerorse (Month/Day/Year) any Price of Derivative Security	2. 3. Tr Conversion Date or Exercise (Mor Price of Derivative Security	I. Totale of Dessative Section (Instr 3)
SEC 1474 (9-02)		nation nd unless the nber.	on of informed to response	to the collectio are not require tly valid OMB cially Owned	Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	Pei cor for s Acquired, rants, option	ive Securities	Table II - Derivat			:05-cv-11165-

а				
P		Rel	Relationships	
Kephring Owner Name / Address	Director	Director 10% Owner Officer	Officer	Other
SN <mark>OWDEN E Y</mark>				
100 Sylvan Road			Descriptions of CEO	
Sui (100)			Flesidelli & CEO	
Worm, MA 01801				
ec				

Signature of Reporting Person

Signature of Reporting Person 09/08/2004 - 9-8-04 Date

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).

* If the torm is filed by more than one reporting person, see Instruction 4(b)(v).

When the torm is filed by more than one reporting person, see Instruction 4(b)(v).

When the torm is filed by more than one reporting person, see Instructions. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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Collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

From: Edgar.Postmaster@sec.gov

Sent: Wednesday, September 08, 2004 1:07 PM secnotices@sendd.com; lapony@bcgi.net

Subject: ACCEPTED FORM TYPE 4 (0001181431-04-043200)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 08-Sep-2004 13:07 ACCEPTED DATE: 08-Sep-2004 13:07

FILING DATE: 08-Sep-2004 13:07

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-04-043200

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001200471 OWNER: SNOWDEN E Y

FORM TYPE: 4
FILE NUMBER(S):
1. 000-28432

ISSUER:

2. CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

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dustruction 1(b). may continue. See Form 5 obligations Section 16. Form 4 or longer subject to Check this box if no

UNITED STATES SECURITIES AND Washington, D.C. 20549 CHANGE COMMISSION

hours per response... Estimated average burden Expires: OMB Number: OMB APF January 31, 2005 Ϋ́AL 3235-0287 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Document 243) Wogarn, MA 01801 100 (1 act) (First) SNOWDEN E Y 1. Næੀe and Address of Reporting Person Print or Type Responses) ('ntv') (Street) (State) (Middle) (Zip) 2. Transaction (Month/Day/Year) any 4. If Amendment, Date of Original Filed (Month/Day/Year) 06/02/2004 3. Date of Earliest Transaction (Month/Day/Year) 2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcg1] (Month/Day/Year) (Instr. 8) 2A. Deemed Execution Date, if Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner Transaction Acquired (A) or Code V | Amount (D) | Price (Instr. 3, 4 and 5) Disposed of (D) \mathfrak{S} ç 6. Individual or Joint/Group Filing (Check Applicable Line) 5. Relationship of Reporting Person(s) to Issuer _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person _X_ Officer (give title below) 5. Amount of Securities
Beneficially Owned Following (Instr. 3 and 4) Reported Transaction(s) (Check all applicable) President & CEO __ Other (specify below) 10% Owner or Indirect (Instr. 4) Ownership of Indirect (Instr. 4) Direct (D) Ownership Form: Beneficial 7. Nature

Report on a separate line for each class of securities beneficially owned directly or indirectly cv-11165-WG

contained in this form are not required to respond unless the form displays a currently valid OMB control number. Persons who respond to the collection of information

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

-	_	_	_	_		_		-	_	_	
		(s)									
	(Instr. 4)	Transaction (Instr. 4)				(Instr. 3, 4,				•	
	9	Reported				(D)	•				
	or Indirect	Following				Disposed of	•			,	
	Direct (D)	Owned				(A) or				Security	
(Instr.	Security:	Beneficially Security: (Instr.				Acquired				Derivative	С
Owner	Derivative Owner		(Instr. 5) Securities	(Instr. 3 and 4)		٠.	(Instr. 8)	(Month/Day/Year) (Instr. 8)		Price of	Inst a 3)
Benefi	Form of Benef		Security	Securities	(Month/Day/Year)	Derivative	Code	any	or Exercise (Month/Day/Year) any	or Exercise	·ecu o ly
of Indi	Ownership of Ind		Derivative of	of Underlying	Expiration Date		Transaction	Execution Date, if Transaction of	Date	าcri <mark>ผม</mark> เive Conversion Date	Terisalive
11. Na	10.	9. Number	8. Price of	7. Title and Amount 8. Price of 9. Number 10.	5. Number 6. Date Exercisable and	5. Number	4.	3A. Deemed	3. Transaction		T. 序 of 2.
*									*	7	

													Ρ
D	333,900 (2)	\$ 0	33,000	Common Stock	06/02/2014 Common 33,000 \$ 0	06/02/2005 (L)	33,000		А	4	06/02/2004	\$10.68	Common Street (Rise) to Buy
			Amount or Number of Shares	Title	Expiration Date	Date Exercisable	V (A) (D)	<	Code				7
 	(Instr. 4)						and 5)			-			

Reporting Owners

2			
2/1	Rel	Relationships	
への反射的 (Owner Name / Address)	Director 10% Owner Officer	Officer	Other
SNOWDEN E Y			
100 氏 yivan Road		Dracidant & CEO	
Suite 100		Tresident & CEO	
Woburn, MA 01801			

Edward Snowden 06/04/2004 10 ho

Signature of Reporting Person

Date

Explanation of Responses:

- 65
 11 * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 12 ** Intentional misstatements or omissions of facts constitute Federal Criminal Vi
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- C Note. File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. (2) In addition, 123,000 are held indirectly by (a)41,000 by the Bradford Irrevocable Trust (b)41,000 by the Sophia Trust, (c)41,000 by the Mallory Trust, f/o/b the children of the reporting person.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

rom:

EDGAR@sec.gov

Sent:

Friday, June 04, 2004 6:46 AM

To:

secnotices@sendd.com; lapony@bcgi.net

Subject:

ACCEPTED FORM TYPE 4 (0001181431-04-029532)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

FORM TYPE:

NUMBER OF DOCUMENTS: 1

ACCEPTED DATE:

RECEIVED DATE: 04-Jun-2004 10:46

04-Jun-2004 10:46

04-Jun-2004 10:46

FILING DATE: TEST FILING:

NO

CONFIRMING COPY:

NO

ACCESSION NUMBER: 0001181431-04-029532

FILE NUMBER(S):

1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK:

0001200471

OWNER:

SNOWDEN E Y

FORM TYPE: 4 FILE NUMBER(S):

1, 000-28432

ISSUER:

2. CIK:

0001012887

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

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FORN, 5

t heck this box if no longer onlyier to Section 16. Form 4 or I own 5 obligations may continue. See Instruction 1

77 orm 3 Holdings Reported
Of orm 3 Hongactions
22 reported

UNITED STATES SECURITIES AND CHANGE COMMISSION Washington, D.C. 20549

OMB APP' (AL

OMB Number: 3235-0362

Expires: January 31, 2005

Estimated average burden

hours per response...

<u>.</u>

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Title of 2. 3. Transaction Derivative Conversion Date Security Price of Price of Derivative Derivative Conversion Conversion Date Conversion Conversion	Case	The control of the co	Cossimon Stock	(`o <mark>∲</mark> mon Stock	Y Doo	Take of Security Instal 3)	(State)	wohum. MA 01801	12/ (Street)	(Pirel) (2) (1) (2) (1) (2) (3) (2) (3) (4) (4) (4) (5) (7) (7) (7) (7) (7) (7) (7) (7) (7) (7	Name and Address of Reporting Person SNAWDEN E, Y
	Table II	ach class of securitie	12/16/2003	12/16/2003		2. Transaction Date (Month/Day/Y	(Zip)			(Middle)	1
3A. Deemed Execution Date, if Transact Code (Month/Day/Year) (Instr. 8)	- Derivative (e.g., puts,		2003	2003		ear)			4. If Amend	3. Statement for Iss (Month/Day/Year) 12/31/2003	2. Issuer Na BOSTON [bcgi]
Transaction of Code Derivativ (Instr. 8) Acquired	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	Persons who respond to the collection of information c not required to respond unless the form displays a curn number.			2 2	2A. Deemed Execution Date, if Transacti any Code (Month/Day/Year) (Instr. 8)	Table I		4. If Amendment, Date Original Filed (Month/Day/Year)	 Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2003 	2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]
5. Number 6. D of and Derivative (Mo Securities Acquired	juired, Disj , options, c	respond to	G	G		3. if Transaction Code (Instr. 8)	- Non-Deri		ginal Filed (scal Year Ei	or Trading CATION
6. Date Exercisable and Expiration Date (Month/Day/Year)	onvertible se	o the collect unless the	325	625	Amount	4. Section Acqui Dispo	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned		Month/Day/Year)	nded	Symbol S GROUP J
sable 7. Date An Un See	deneficiall curities)	tion of in form dis	D \$0	D \$0	(A) or int (D) Price	urities red (A) or sed of (D) 3, 4 and 5)	ties Acqui				
7. Title and Amount of Underlying Securities (Instr. 3 and	y Owned	formation plays a cu	13,595(2)	13,920 ⁽¹⁾	C	5. Amount of Secur Beneficially Owned Issuer's Fiscal Year (Instr. 3 and 4)	ired, Dispos	X_ Form Filed Form Filed	6. Individua	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	5. Relationsl
Derivative of Security De (Instr. 5) Be	and the second		1)		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	ed of, or Bo	by One Report by More than O	l or Joint/Gi	Pro	hip of Repo (Che
of Derivative Securities Beneficially	MOTH INJURY	1900 (994) 1900 (994)				es t end of	eneficially O	X_Form Filed by One Reporting Person Form Filed by More than One Reporting Person	6. Individual or Joint/Group Reporting	esident & C	ting Persor
Ownership Form of Derivative y Security:	不管計	1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1	D	D	(I) (Instr. 4)	6. Ownership Form: Direct (D))wned	rson	ng ine)	JEO	(s) to Issuer cable)
11. Nature of Indirect Beneficial Ownership (Instr. 4)		2270 (9-02)			(instr. 4)						

				Reporting Owners	Reportin
	Shares		(A) (D)		e 2:
	Expiration Title Number Date of	Date Expiration Exercisable Date			3 of 7
	Amount				7
(Instr. 4)			and 5)	-	
Fiscal Year (Instr. 4)			(Instr. 3, 4,		
Issuer's (I)	•		of (D)		
Owned at Direct End of or Indirect	4)		(A) or Disposed	l Irity	.40 .000

	Date		O Signature of Reporting Person
	03/08/2004	03	EY Snowden
*	40-8-S		ent Silamics Lund
		,	-8
			Wohum, MA 01801
P			10 6 Sylvan Road Su e 100
			SNA WDEN E Y
Offi	Director 10% Owner Offi	Director	027
Relation	Rel		200
			5 .

Director | 10% Owner | Officer

Other

President & CEO

Relationships

* If the form is filed by more than one repo * If the form is filed by more than one repo ** Intentional misstatements or omissions of (1) Total includes 481 ESPP shares purchase (2) Total includes 481 ESPP shares purchase Note: File three copies of this Form, one of wless C Potential persons who are to respond to the co

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- 44 Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Total includes 481 ESPP shares purchased 2/27/2004.
- (2) Total includes 481 ESPP shares purchased 2/27/2004

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure

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rom:

EDGAR@sec.gov

ತent:

Monday, March 08, 2004 5:26 AM

To:

secnotices@sendd.com; lapony@bcgi.net

Subject:

ACCEPTED FORM TYPE 5 (0001181431-04-014210)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

FORM TYPE:

NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 08-Mar-2004 10:25

08-Mar-2004 10:25

ACCEPTED DATE:

08-Mar-2004 10:26

FILING DATE: TEST FILING:

NO

CONFIRMING COPY:

NO

ACCESSION NUMBER: 0001181431-04-014210

FILE NUMBER(S):

1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 11-Nov-2004 09:15.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK:

0001200471

OWNER:

SNOWDEN E Y

FORM TYPE: 5 FILE NUMBER(S):

1. 000-28432

ISSUER:

2. CIK:

0001012887

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

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Form 5 obligations Section 16. Form 4 or Check this box if no Instruction 1(b). may continue. See longer subject to

25 of 77

UNITED STATES SECURITIES ANF YCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

> Estimated average burden Expires: hours per response... OMB Number: OMB APF January 31, 2005 Æ 3235-028

Print or Type Responses)				
Name and Address of Reporting Person SNOWDEN E Y		2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]	ling Pe ck all a -	to Issuer le) Owner
(First) (First) (Al 00 Sylvan Road, Suite 100	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2004	President & CEO	& CEO
(Street)		4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person	ck Applicable Line)
Woburn, MA 01801			Form filed by More than One Reporting Person	
(City) (State)	(Zip)	Table I - Non-Derivative Securities Acqui	Securities Acquired, Disposed of, or Beneficially Owned	ned
On Title of Security	2. Trau Date (Mont	2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Code Code Code V Amount (D) Price	red 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) 7. Nature of Indirect Beneficial Ownership Ownership (Instr. 4)
Common Stock	02/27	02/27/2004 P(L) 481 A \$9	A \$9.146 14,545 D	
G				

Scheminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons w
contained
form displ

Table II - Derivative Securities Acquired, Dispose

(e.g., puts, calls, warrants, options, conv

contained in this form are not required to respond unless the form displays a currently valid OMB control number. Persons who respond to the collection of information

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

					Cá	se
		`	(Instr. 3)	Security	Derivative	I. Title of
<u> </u>	Security	Derivative	Price of	or Exercise	Conversion Date	2.
				(Month/Day/Year) any	Date	3. Transaction
		,	(Month/Day/Year) (Instr. 8)	any	Execution Date, if Transaction of	3A. Deemed
				Code	Transaction	4
of (D)	(A) or	Acquired	Securities	Derivative		5. Number
				(Month/Day/Year)	and Expiration Date	5. Number 6. Date Exercisable
	4)	(Instr. 3 and	Securities	(fΩ	Amount of	7. Title and
			(Instr. 5) Securities	Security	Derivative of	8. Price of
Reported	Owned	Beneficially	Securities	Security Derivative		8. Price of 9. Number
red _	_		_			_
ted (i)	Owned Direct (D)	Security:	Derivative	Form of Beneficia	Ownership of Indirec	10.

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EDGAR@sec.gov From:

Friday, March 05, 2004 12:42 PM Sent:

To: secnotices@sendd.com; lapony@bcgi.net

ACCEPTED FORM TYPE 4 (0001181431-04-014138) Subject:

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

BOSTON COMMUNICATIONS GROUP INC COMPANY:

NUMBER OF DOCUMENTS: 1 FORM TYPE: 4

05-Mar-2004 17:42 RECEIVED DATE: 05-Mar-2004 17:40 ACCEPTED DATE:

05-Mar-2004 17:40 FILING DATE:

CONFIRMING COPY: TEST FILING: NO NO

ACCESSION NUMBER: 0001181431-04-014138

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 11-Nov-2004 09:15.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001200471 OWNER: SNOWDEN E Y

FORM TYPE: 4

FILE NUMBER(S): 1. 000-28432

ISSUER:

2. CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

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e 28 of 77 may continue. See Form 5 obligations Section 16. Form 4 or longer subject to Check this box if no Instruction 1(b).

UNITED STATES SECURITIES AND " "CHANGE COMMISSION Washington, D.C. _0549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

> Expires: Estimated average burden OMB Number: hours per response. . OMB APP" January 31, 2006 ٦<u>٧</u>′. 3235-028 **ं**

24. Title of Security Document 3)	(City) (State)	O (Street) O (Street)	(1.ast) (First) 100 Sylvan Road, Suite 100	Carint or Type Responses) Name and Address of Reporting Person SNOWDEN EDWARD H
2. Trat Date (Mont	(/ lp)		(Mıddle)	
2. Transaction 2A. Deemed 3. 4. Securities Date Execution Date, if Transaction Acquired (A) or (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Code V Amount (D) Price	Table 1 - Non-Derivative Securities Acqu	4. If Amendment, Date Original Filed (Month/Day/Year)	3. Date of Earliest Transaction (Month/Day/Year) 01/23/2004	2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]
5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) (Instr. 4) 6. Ownership of Induced Beneficial Direct (D) Ownership or Indirect (I) (Instr. 4)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	6. Individual or Joint/Group Filing (Check Applicable I ine) X_ Form filed by One Reporting Person Form filed by More than One Reporting Person	President & CEO	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) — Director — 10% Owner X Officer (give title below) — Other (specify below)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Conversion Date Price of Conversion Date Security Price of Security Security Security Security Security Security Security Price of Security Securities Security Securities Securit	Y CReminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons v contained form disp
(e.g., puts, calls, warrants, options, convertible securities) 4.	or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.
7. Title and Amount of Underlying Securities (Instr. 3 and 4)	who respond to the collection of information d in this form are not required to respond un plays a currently valid OMB control number.
of Underlying Derivative Security Securities (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 5) (Instr. 6) (Instr. 7) (Instr. 7) (Instr. 8) (Instr. 9) (Instr. 10) (Instr. 11) (Instr. 11) (Instr. 12) (Instr. 13) (Instr. 14) (Instr. 14)	nformation espond unless the d number.
9. Number of Ownership of Derivative Form of Beneficially Security Changed Following Reported (I) 11. Note that the provided of Induced Reported (I) (S)	SEC 1474 (9-02)

Amount Code V (A) (D) Common Strock \$12.16 01/23/2004 A 33,000 A 33,000 Code V (A) (D) Common 33,000 \$0						and 5)					
\$12.16 01/23/2004 Code V (A) (D) Exercisable A 33,000 01/23/2005									;	Amount or Number	
\$12.16 01/23/2004 A 33,000 01/23/2005				<u> </u>		(A)	Exercisable			Number of Shares	
	Stock Stight to	\$12.16	01/23/2004		A	33,000		01/23/2014	Common Stock	33,000	\$ 0

300,900

 \Box

(Instr. 4)

7	Woburn, MA 01801	100 Sylvan Road	NOWDEN EDWARD H	Reporting Owner Name / Address		0
---	------------------	-----------------	-----------------	--------------------------------	--	---

Director

10% Owner Officer

Other

President & CEO

Relationships

Edward Snowden

Docume

Signature of Reporting Person

Date

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Exercisable in three equal installments commencing on the anniversary of the date of grant.
- * If the form is filed by more than one reports in three equal installments consistency of the addition, 123,000 are held indirectly by second of the control of the contro In addition, 123,000 are held indirectly by (a)41,000 by the Bradford Irrevocable Trust (b)41,000 by the Sophia Trust, (c)41,000 by the Mallory Trust, f'o/b the children of the

Note: File three copies of this Form, one of which must be manually signed If space is insufficient, see Instruction 6 for procedure

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rom: EDGAR@sec.gov

Sent: Tuesday, January 27, 2004 6:34 AM secnotices@sendd.com; lapony@bcgi.net

Subject: ACCEPTED FORM TYPE 4 (0001181431-04-004573)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 27-Jan-2004 11:34 ACCEPTED DATE: 27-Jan-2004 11:34

FILING DATE: 27-Jan-2004 11:34

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-04-004573

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 11-Nov-2004 09:15.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001200471

OWNER: SNOWDEN EDWARD H

FORM TYPE: 4
FILE NUMBER(S):
1. 000-28432

ISSUER:

2. CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

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FORIN 4

Section 16. Form 4 or may continue. See Form 5 obligations longer subject to Instruction 1(b). Check this box if no

31 of 77

UNITED STATES SECURITIES AN. Washington, D.C. 20549 XCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

> Estimated average burden hours per response... OMB Number: OMB APP. January 31, 2005 <u>`</u> 3235-0287

as	e <u>1:05</u>	cv-11	165-₩ GY	- Docur			Filed 12	/0<u>2</u>/2(005 <u>.</u> ₽8	ge :
	Common Stock	Common Stock	Common Stock		.Title of Security Instr. 3)	(City)	Woburn 01801	(Last) (First) (M) 00 Sylvan Road, Suite 100	H. Name and Address of Reporting Person * SNOWDEN EDWARD H	Orint or Type Responses)
						(State) (Zip)	(Street)	(First) (Middle) e 100	porting Person * D H	
	10/1	10/1	10/1		2. Tra Date (Mon	p)		dle)		
	10/13/2003	10/13/2003	10/13/2003		2. Transaction Exe (Month/Day/Year) any (Mo		4. If Amend	3. Date of Ear 10/13/2003	2. Issuer N BOSTON [bcgi]	
					Deemed cution Date, if onth/Day/Year)	Table I - Non-Derivative	4. If Amendment, Date Original Filed (Month/Day/Year)	 Date of Earliest Transaction (Month/Day/Year) 10/13/2003 	2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]	
	S ⁽³⁾	S ⁽²⁾	S ⁽¹⁾	Code V	3. Transaction Code (Instr. 8)	-Derivativ	Filed (Mor	Month/Da	Trading Sy TIONS (
	900	900	900	(A) or Amount (D) Price	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	⁄e Securiti	ıth/Day/Year)	y/Year)	mbol BROUP I	
	D	Д	D	(D) 9 (A)	ities d (A) d of (I	es Ac			NC	
	\$11	\$11	\$11 0	Price		Juired	× 6		ζ <u>Σ</u>	
	0	0	0	(Instr. 3 and 4)	ecurities wned orted	Securities Acquired, Disposed of, or Beneficially Owned	6. Individual or Joint/Group Filing (Check Applicable Line) X. Form filed by One Reporting Person Form filed by More than One Reporting Person	President & CEO	ting Perso k all appl	
	} 1		I	(I) (Instr. 4)	-	Owned	; (Check Applic	CEO	erson(s) to Issue applicable)10% Owner	
11100	By Mallory Trust	By Sophie Trust	By Bradford Irrevocable Trust	(Instr. 4)			cable Line)	DEION)	er Flori	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

C

tained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

CV	Stock Right to	Common Stock (Right to Buy)	Common Stock Right to Buy)	Filed 12/	O2/2005 Page Page Instr. 3)
	n \$7.062	s7.062	n \$7.062		Conversion or Exercise Price of Derivative Security
	10/13/2003	10/13/2003	10/13/2003		J. Iransaction Date (Month/Day/Year)
					3A. Deemed Execution Date, if any (Month/Day/Year)
	X	×	×	Code V	4. Transaction Number Of
	900	900	900	(A) (D)	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)
	900 02/10/1999 02/10/2008	900 02/10/1999	900 02/10/1999	Date Exercisable	6. Date Exercisable and Expiration Date (Month/Day/Year)
	02/10/2008	02/10/2008	02/10/2008	Expiration Date	isable and te (ear)
	Common Stock	Common Stock	Common Stock	Title	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
	900	900	900	Amount or Number of Shares	mount
	\$7.062	\$7.062	\$7.062		8. Price of 9. Derivative of Security De (Instr. 5) Construct Security Secu
-	41,000	41,000	41,000		Number rivative curities eneficially wned wned pllowing ported ansaction str. 4)
	Ι	Justi)		Ownership Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
	By Mal Tru:	By ! Tru:	By Brad Irre		II. r Indii Benc Own (Inst

Reporting Owners

SNOWDEN EDWARD H	exclusion thanks	as
	Director 10%	
	10%	Re
	Officer	Relationships
	Other	

l-8		Fil	ed	12/	′02/	2005	Pag	e 33 (of 47	Wot	Suit	100	CWII
(4)	(3)	3	Ξ	* *	*	plan		Edw	Signatures	Woburn 01801	Suite 100	100 Sylvan R	ersmp
Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.	Pursuant to a 10b5-1 Plan.	Pursuant to a 10b5-1 Plan.	Pursuant to a 10b5-1 Plan.	Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	ne reporting person, see Instruction 4(b)(ν).	Explanation of Responses:	**Signature of Reporting Person	Sr	res en oxe	801	President & CEO		Ownership Shormssion

c to c age x

Remarks:

Document 24-8

9

Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999 Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.

3 **£**

of the reporting person. In addition, 267,900 options to buy are held by Edward Snowden directly. Bradford Trust, Sophia Trust and Mallory Trust f/o/b the children

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Case 1:05-cv-11165-WGY

rom: EDGAR@sec.gov

Sent: Wednesday, October 15, 2003 10:52 AM

To: secnotices@sendd.com; TKelly@bcgi.net; lapony@bcgi.net
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-026618)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 15-Oct-2003 14:50 ACCEPTED DATE: 15-Oct-2003 14:52

FILING DATE: 15-Oct-2003 14:50

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-026618

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 13-Jul-2004 12:20.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001200471

OWNER: SNOWDEN EDWARD H

FORM TYPE: 4
FILE NUMBER(S):
1. 000-28432

ISSUER:

2. CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

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FORM

Page 35 of 77 Check this box if no longer subject to Instruction 1(b). may continue. See Form 5 obligations Section 16. Form 4 or

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 323 Expires: January 3' Estimated average burden
3235-0287 3235-0287 January 31, 2005 3ge burden

0.5

(Print or Type Responses)								
9 Name and Address of Reporting Person ** NOWDEN EDWARD H	2. Issu BOST [bcgi]	2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]	Trading Symbo	OUP INC		ting Person ck all appli	(s) to Issuer icable)	
(Middle) (Alss) (Middle) (Middle) (DO Sylvan Road, Suite 100		3. Date of Earliest Transaction (Month/Day/Year) 09/02/2003	(Month/Day/Y	ear)		President & CEO	Ciner (specify below)	below)
Woburn 01801	4. If	4. If Amendment, Date Original Filed (Month/Day/Year)	l Filed (Month/Da	ıy/Year)	6. Inc _X_Fc Fo	6. Individual or Joint/Group Filing (Check Applicable Line) X_ Form filed by One Reporting Person Porm filed by More than One Reporting Person	(Check Applicat	ole (Jine)
(City) (State) (Zip)	3)	Table I - N	Table I - Non-Derivative	Securities	Acquired,	Securities Acquired, Disposed of, or Beneficially Owned	Owned	
Title of Security Anstr. 3)	2. Transaction 2A. Date Exe (Month/Day/Year) any	Deemed cution Date, if mth/Day/Year)	OH.	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Acquired sed of (D) ad 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		
VGY			Code V A	(A) or Amount (D)	Price	(Instr. 5 and 4)	(I) (lnstr. 4)	(Instr. 4)
ev-1765-V Ommon Stock	09/02/2003	3	S ⁽¹⁾ 1,	,300 D	\$13.3723 0	3 0		By Bradford Irrevocabl
Common Stock	09/02/2003	3	S ⁽²⁾ 1,	1,300 D	\$13.3769 0	9 0	I	By Sophic Trust
© ommon Stock	09/02/2003		S(3) 1,	,300 D	\$13.3515 0	5 0	<u> </u>	By Mallory Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Gommon Stock Spight to	Common Spock (Bight to Pay)	Cemmon Spock Dight to Buy)	nt 24-8	F	iled 12/02/200 ເກີ	Derivative Security	la itle of	e 36	of 77
\$7.062	\$7.062	\$7.062			Derivative Security	ise	2.		
07/08/2003	07/08/2003	07/08/2003				Date (Month/Day/Year)	Transaction		
					(Month/Day/Year) (Instr. 8)	Execution Date, if any		Table II -)	
×	×	×	Code V		(Instr. 8)	ion	4.	Derivative S e.g., puts, ca	
1,300	1,300	1,300	(A) (D)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		5. Number	ecurities Ac alls, warran	
1,300 02/10/1999	1,300 02/10/1999	1,300 02/10/1999	Date Exercisable			Expiration Date (Month/Day/Year	6. Date Exercisable and	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	contained in form display
02/10/2008	02/10/2008	02/10/2008	Expiration Date			te (ear)	sable and	ed of, or Benel vertible securi	contained in this form are not required to respond ur form displays a currently valid OMB control number.
Common Stock	Common Stock	Common Stock	Title		(Instr. 3 and 4)	of Underlying Securities	7. Title and Amount	ficially Own ties)	are not rently valid O
1,300	1,300		or Number of Shares	Amount	4)	ng	Amount	ed	quired to MB con
\$7.062	\$7.062	1,300 \$7.062			(Instr. 5)	Derivative of Security De	8. Price of		o respond trol numb
41,900	41,900	41,900	N To	(Instr. 4)	Securities Beneficially Owned Following Reported Transaction (s)	of Derivative	8. Price of 9. Number		this form are not required to respond unless the s a currently valid OMB control number.
,q	;	} —•			Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Ownership Form of	10.		
By Mallory Trust	By Sop Trust	By Bradtor Irrevoc: Trust		•	(Justr 4)]. Z.itu		

Reporting Owners

		Rel	Relationships	
Reporting Owner Name / Address	Director	Director 10% Owner Officer	Officer	Other
SNOWDEN EDWARD H				
100 Sylvan Road			Danidant & CEO	
Spite 100			Fresidetit & CEO	
Veoburn 01801				
Pa				

Signatures Survey Alan Bouffard under Power of Attorney dated 8/31/2002

Edward H Showden, By Alan Bouffard under Power of Attorney dated 8/31/2002

Signature of Reporting Person

Explanation of Responses:

09/03/2003

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)
- Document 24-8 Ξ Pursuant to a 10b5-1 Plan
 - 3 Pursuant to a 10b5-1 Plan
 - \mathfrak{S} Pursuant to a 10b5-1 Plan
- 4 Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999
- 9 Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999
- 3 Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999

Remarks:

Case 1:05-cv-11165-WGY

of the reporting person. In addition, 267,900 options to buy are held by Edward Snowden directly. Bradford Trust, Sophia Trust and Mallory Trust f/o/b the children

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From:

EDGAR.POSTMASTER@sec.gov

Wednesday, September 03, 2003 8:58 AM Sent: secnotices@sendd.com; lapony@bcgi.net To:

ACCEPTED FORM TYPE 4 (0001181431-03-021511) Subject:

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

BOSTON COMMUNICATIONS GROUP INC COMPANY:

NUMBER OF DOCUMENTS: 1 FORM TYPE:

03-Sep-2003 12:58 RECEIVED DATE: 03-Sep-2003 12:56 ACCEPTED DATE:

FILING DATE: 03-Sep-2003 12:56

TEST FILING: CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-021511

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 13-Jul-2004 12:20.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

0001200471 1. CIK:

SNOWDEN EDWARD H OWNER:

FORM TYPE: 4 FILE NUMBER(S): 1. 000-28432

ISSUER:

0001012887 2. CIK:

BOSTON COMMUNICATIONS GROUP INC COMPANY:

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FORM 4

- " TANKE WARRY - WALTER THE TOWN

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See a Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

r rive or x y be respections				
1. Mame and Address of Reporting Person - SEO WDEN EDWARD H	2. Issuer I BOSTON [bcgi]	2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner -	low)
(Last) (First) (Middle) 1 Sylvan Road, Suite 100	3. Date of Ear 08/29/2003	3. Date of Earliest Transaction (Month/Day/Year) 08/29/2003	President & CEO	
File (Street)	4. If Amen	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X_Form filed by One Reporting Person	Line)
Woburn, MA 01801			Form filed by More than One Keporting Person	
© (City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	ired, Disposed of, or Beneficially Owned	
tle of Security	2. Transaction Exe (Month/Day/Year) any	Deemed 3. 4. cution Date, if Transaction (// Code (I	red 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. 7. Nature Ownership of Indirect Form: Beneficial Direct (D) Ownersh
Docu	*	(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or	(Instr. 3 and 4) Or Indirect (I) (Instr. 4)	Orrect (D) Ownership or Indirect (Instr. 4) (Instr. 4) (Instr. 4)
G				
Gmmon Stock 08	08/29/2003	A ⁽¹⁾ 1,100 A \$1	\$10.71 14,064 D	
6 19 Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.	rities beneficiall	y owned directly or indirectly.		SEC 1474 (9-1)

1. Title of

12

3. Transaction

3A. Deemed

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

contained in this form are not required to respond unless the

form displays a currently valid OMB control number.

Persons who respond to the collection of information

SEC 1474 (9-02)

5. Number | 6. Date Exercisable

7. Title and

8. Price of 9. Number

10.

11. Nature

Case 1:05-cv-

2005 P	Derivative Security (Instr. 3)
	Conversion Date or Exercise (Month/Day/Year) any Price of Derivative Security
	cution Date, if nth/Day/Year)
Code V	Transaction Code (Instr. 8)
Code V (A) (D)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)
Date Expiration Exercisable Date	and Expiration Date (Month/Day/Year)
on Title Number of Shares	Amount of Underlying Securities (Instr. 3 and 4)
	Derivative of Security Derivative (Instr. 5) Securities Beneficiall Owned Following Reported Transactio (5)
(msu. 7)	B &
	Ownership of Indirect Form of Beneficial Derivative Ownership Security: (Instr. 4) or Indirect (I) (Instr. 4)
	of Indirect Beneficial Ownership (Instr. 4)

C TIANTANAP O MUNATURA

0. ...

Reporting Owners

Fil		Rel	Relationships	
Reporting Owner Name / Address	Director	Director 10% Owner Officer	Officer	Other
SWOWDEN EDWARD H				
100 Sylvan Road			President & CEO	
State 100			Treatment of Cho	
Weburn, MA 01801				
00				

Edward Showden, by Alan Bouffard 1

Edward Showden, by Alan Bouffard 1

Explanation of Responses:

1:05

* If the form is filed by more than one reported the second of th Bouffard under Power of Attorney dated 8/31/2002

08/29/2003

20/20/8

"Signature of Reporting Person

Date

- If the form is filed by more than one reporting person, see lnstruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff (a).
- (1) Shares purchases under begis Employee Stock Purchase Plan

Case 1:05-cv-11165-WGY

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

EDGAR.POSTMASTER@sec.gov Friday, August 29, 2003 10:07 AM

secnotices@sendd.com; lapony@bcgi.net To:

ACCEPTED FORM TYPE 4 (0001181431-03-021061) Subject:

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

BOSTON COMMUNICATIONS GROUP INC COMPANY:

NUMBER OF DOCUMENTS: 1 FORM TYPE:

RECEIVED DATE: 29-Aug-2003 14:06 ACCEPTED DATE: 29-Aug-2003 14:07

29-Aug-2003 14:06 FILING DATE:

CONFIRMING COPY: MO TEST FILING:

ACCESSION NUMBER: 0001181431-03-021061

FILE NUMBER(S): 1. 000-28432

Leslie Apony

From: Sent:

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 13-Jul-2004 12:20.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001200471

> OWNER: SNOWDEN EDWARD H

FORM TYPE: 4 FILE NUMBER(S): 1. 000-28432

ISSUER:

2. CIK: 0001012887

> BOSTON COMMUNICATIONS GROUP INC COMPANY:

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Form 5 obligation 4 may continue. Se ge Instruction 1(b). of may continue. See Form 5 obligations Section 16. Form 4 or Check this box if no longer subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB AP	OMB APPROVAL
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated aversoe burden	op burden

nours per response...

9.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public

	Owned	Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conver	e Securities Acc	e II - Derivativ	Tabl		ase 1:
SEC 1474 (9-02) e	Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.	ho respond to the in this form are no ays a currently val	Persons whe contained in form displa				Persons containe form disp	05-cv-11
		_	or indirectly.	/ owned directly	ities beneficiall	class of secur	a separate line for each	Kæninder: Report or
(Instr. 4) (Instr. 4) (Instr. 4)		(A) or Amount (D) Price	Code V					VGY
6. 7. Nature Ownership of Indirect Form: Beneficial Direct (D) Ownership	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	2A. Deemed Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 8)	2A. Deemed Execution Date, if any (Month/Day/Year)	2. Transaction Exe (Month/Day/Year) any (Mc	() D.2.		1. Title of Security (In Title of Security Document 3)
ned	e Securities Acquired, Disposed of, or Beneficially Owned	ve Securities Acquir	Table I - Non-Derivativ	Table l		(Zip)	(State)	t 24-
ck Applicable Line)	6. Individual or Joint/Group Filing (Check Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person		4. If Amendment, Date Original Filed (Month/Day/Year)	dment, Date Ori	4. If Amen		(Street)	Woburn, MA 01801
Other (specify below)	_X_ Officer (give title below) Othe President & CEO		3. Date of Earliest Transaction (Month/Day/Year) 08/26/2003	Earliest Transaci	3. Date of Ear 08/26/2003	(Middle)	Suite 100	1 Sylvan Road, Suite 100
n(s) to Issuer licable) 10% Owner	ting Perso		2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]	Name and Ticks I COMMUNI	2. Issuer BOSTON		1 Same and Address of Reporting Person * SMO WDEN EDWARD H O	SNOWDEN ED
							nses)	(Print or Type Responses)

1. Citle of | 2. | 3. Iransaction Derivative | Conversion | Date

or Exercise (Month/Day/Year) any

Execution Date, if Transaction of

5. Number

6. Date Exercisable and Expiration Date

7. Title and Amount 8. Price of 9. Number of Underlying Derivative of

Code

Derivative

(Month/Day/Year)

Securities

Security

Derivative

Form of

Benefic

Ownership of Inchi

- N.:

3A. Deemed

F	H 4040	2005)an	e 4	4 0	f 77	7	_ <u>_</u>
	Mock Right to			~9	- I"				(Instr. 3)
	\$13.03							Security	Price of Derivative
	08/26/2003						***		
									(Month/Day/Year) (Instr. 8)
	A	Code V							(Instr. 8)
	64,000	/ (A) (D)			and 5)	(Instr. 3,	Disposed of (D)	(A) or	Securities Acquired
		(D)				4,	of		<u> </u>
	08/26/2004 (L)		Date Exercisable						
	08/26/2013 Common 64,000 \$13.03	i i i	Expiration						
	Common Stock		Title						(Instr. 3 and 4)
	64,000	of Shares	or Number	Amount					
	\$13.03				•				(Instr. 5)
	267,900 (2)			(Instr. 4)	(s)	Transaction	Following or Indirect	Owned Direct (D)	(Instr. 5) Securities Derivative Owner
	D				(mad. #)	(Instr #)	or Indirect	Direct (D)	Derivative Security:
			· ·			_		(msn.	Owner

Reporting Owners

t 2		Rel	Relationships	
E Owner Name / Address	Director	Director 10% Owner Officer	Officer	Other
SMOWDEN EDWARD H				
150 Sylvan Road				
Suite 100			President & CEO	
Woburn, MA 01801				
V				

By Alan Bouffard under Power of Attornery dated 8/31/2002

**Signature of Reporting Person

08/27/2003

Date

Sagnatures Edward Swaden, by Alan Bouffard Edward Snewden, by Alan Bouffard Taxplanation of Responses:

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Page 3 of

(I) Exercisable in three equal installments commencing on the anniversary of the date of grant.

Ownersmip aumssion

(2) In addition, 129,600 are held indirectly by (a)43,200 by the Bradford Irrevocable Trust (b)43,200 by the Sophia Trust, (c) 43,200 by the Mallory Trust, flo/b the children of the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Leslie Apony

From: EDGAR.POSTMASTER@sec.gov
Sent: Wednesday, August 27, 2003 12:41 PM
secnotices@sendd.com; lapony@bcgi.net

Subject: ACCEPTED FORM TYPE 4 (0001181431-03-020715)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 27-Aug-2003 16:41 ACCEPTED DATE: 27-Aug-2003 16:41

FILING DATE: 27-Aug-2003 16:41

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-020715

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 13-Jul-2004 12:20.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001200471

OWNER: SNOWDEN EDWARD H

FORM TYPE: 4
FILE NUMBER(S):
1. 000-28432

ISSUER:

2. CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

-----NOTICE -----

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

VAL	0.6	05-cv-11′	165-WGY		cument	24-8	7. Nature of Indirect Beneficial: Ownersh	12/02/2 102/2 102/2	By 00 Bradford Irrevocable Trust 8	By Sophic Trust	By Mallory
151			n(s) to Issuer licable)	Other (specify below)	(Clieck Applicabl	Owned	6. Ownership Form: Direct (D)	(I) (Instr. 4)		Ţ	,t
		rities Exchange Act of 1934, Section 17(a) of the Public Section 30(h) of the Investment Company Act of 1940	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director	X_Officer (give title below) Othe President & CEO	6. Individual or Joint/Group Filing (Clieck Applicable Line) X. Form filed by One Reporting Person Form filed by More than One Reporting Person	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		0	0	0
MISS	F SE(ion 1′ Jompa	5.		vi ^i 	requir	(D)	(A) or Amount (D) Price	\$13	\$13	\$13
OMI	IP O	Sect	INC			ities A	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	щ Э д (А)	Q	Q	Ω
GEC	RSH	1934, vestm	ol OUP J	ear)	ay/Year)	Secur			400	400	400
EXCHAN	. 20549 AL OWNE	nge Act of 1) of the In	rading Symb	Aonth/Day/Y	Filed (Month/L	n-Derivative	3. Transaction Code (Instr. 8)	Code	S(T)	S(<u>2</u>)	S(3)
UNITED STATES SECURITIES AND EXCHANGE COMMISSION	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES		2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC Ibegil	urliest Transaction (Month/Day/Year)	ment, Date Original Filed (Monty/Day/Year)	Table I - No	Deemed ution Date, if nth/Day/Year)				
STATES SEC	V OF CHANGES	iled pursuant to Section 16(a) of the Secu Utility Holding Company Act of 1935 or	2. Issuer Ne BOSTON Theoril	3. Date of Earliest 08/22/2003	4. If Amendment,		2. Transaction 2A. Date Exec (Month/Day/Year) any (Mo		08/22/2003	08/22/2003	08/22/2003
UNITED	'ATEMENT C	rrsuant to Secti Holding Com	on ÷	(Middle)		(Zip)					
	□ ½		s) f Reporting Pers \RD H	(First) uite 100	(Street)	(State)					
FORM 4	Check this box if no longer subject to Section 16. Form 4 or	Form 5 obligations may continue. See Instruction 1(b).	(Print or Type Responses) 1. Name and Address of Reporting Person * SNOWDEN EDWARD H	(Erist) (Frist) 100 Sylvan Road, Suite 100	Woburn 01801	(City)	1.Title of Security (Instr. 3)		Common Stock	Common Stock	Common Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Case 1	I:05-	11. National India	nent 24-8	By A Bradion Irrevoca Truk	2/2 005 F	Page 85 77
() ()	ļ	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)		1		<u> </u>
unless the		9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (s)	1	43,200	43,200	43,200
o respond		8. Price of Derivative Security (Instr. 5)		\$7.062	\$7.062	\$7.062
quired to	led		Amount or Number of Shares	400	400	400
are not re	ficially Own ties)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Title	Common Stock	Common Stock	Common Stock
rersons who respond to the conection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.	ed of, or Bene	able and	Expiration Date	02/10/2008	02/10/2008	02/10/2008
rersons v contained form disp	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	6. Date Exercisable and Expiration Date (Month/Day/Year)	Date Exercisable	02/10/1999	02/10/1999	02/10/1999
	s Acq rants	f b c c c c c c c c c c c c c c c c c c		400	400	400
	curitie Ils, war	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(A)			
	Derivative Secu	4. Transaction Code (Instr. 8)	Code	×	×	×
	Table II - D	Deemed cution Date, if nth/Day/Year)				
		3. Transaction 3A. Date Exe (Month/Day/Year) any (Mo		07/08/2003	07/08/2003	07/08/2003
		2. Conversion Date or Exercise (Mor Price of Derivative Security	,	\$7.062	\$7.062	\$7.062
		I. Title of Derivative Security (Instr. 3)		Common Stock (Right to Buv)	Common Stock (Right to Buy)	Common Stock (Right to Buy)

Reporting Owners

Other

Relationships

10% Owner Officer

Director

Reporting Owner Name / Address

Ownership Submission

SNOWDEN EDWARD H

100 Sylvan Road

Woburn 01801 Suite 100

President & CEO

8/26/2003

Edward H Showden, By Alah Bouffard under Power of Attorney dated 8/31/2002 -Signature of Reporting Person

Signatures Edward H. Swowolen

08/25/2003 Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Pursuant to a 10b5-1 Plan. \equiv
- Pursuant to a 10b5-1 Plan. 3
- **©**
- Pursuant to a 10b5-1 Plan.
- Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999. **€**
- Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999, 6
 - Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999. 9

Remarks:

In addition, 203,900 options to buy are held by Edward Snowden directly. Bradford Trust, Sophia Trust and Mallory Trust f/o/b the children of the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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Leslie Apony

From:

EDGAR.POSTMASTER@sec.gov

Sent: To:

Tuesday, August 26, 2003 11:18 AM secnotices@sendd.com; lapony@bcgi.net

ACCEPTED FORM TYPE 4 (0001181431-03-020456)

Subject:

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

FORM TYPE:

NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 26-Aug-2003 15:17

26-Aug-2003 15:17

ACCEPTED DATE:

26-Aug-2003 15:18

FILING DATE: TEST FILING:

ИО

CONFIRMING COPY:

NO

ACCESSION NUMBER: 0001181431-03-020456

FILE NUMBER(S):

1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 13-Jul-2004 12:20.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK:

0001200471

OWNER:

SNOWDEN EDWARD H

FORM TYPE: 4 FILE NUMBER(S): 1. 000-28432

ISSUER:

2. CIK:

0001012887

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

._____NOTICE -----

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

<u></u>	ED STATES SE	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549) EXCH. C. 20549	ANGE C	OMIN	ISSION	OMB Number:	انسا	3235-0287
o	STATEMENT OF CHANGES IN		IAL OW	NERSH	IP OF	BENEFICIAL OWNERSHIP OF SECURITIES	Expires: Estimate	20	
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Instruction 1(b). Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	ection 16(a) of th ompany Act of 1	ne Securities Exch 935 or Section 30	ange Act (h) of the	of 1934, Investm	Section ent Co	rities Exchange Act of 1934, Section 17(a) of the Publi Section 30(h) of the Investment Company Act of 1940	iblic		05-cv-111
(Print or Type Responses) 1. Name and Address of Reporting Person ** SNOWDEN EDWARD H	2. Issuer BOSTO [bcgi]	2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]	Trading Sy TIONS (rmbol BROUP I	NC	5. Relationship o	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director	n(s) to Issuer licable) 10% Owner	
(Last) (First) (Middle) 100 Sylvan Road, Suite 100	(e) 3. Date of Earliest 08/01/2003	Earliest Transaction (Month/Day/Year) 103	(Month/Da	y/Year)		X Officer (give title below)	le below) Othe President & CEO	Other (specify below)	
(Street) Woburn 01801	4. If Amendment,	ndment, Date Original Filed (Month/Day/Year)	I Filed (Mo	th/Day/Year)		6. Individual or J X_ Form filed by On Form filed by Mon	6. Individual or Joint/Group Filing (Check Applicable Line) X. Form filed by One Reporting Person Form filed by More than One Reporting Person	(Check Applicab	•
(City) (State) (Z.tp)	^	Table I - N	on-Deriva	iive Securi	ties Ac	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	, or Beneficially	Owned	24-8
1.Title of Security (Instr. 3)	2. Transaction 2A. Date Exec (Month/Day/Year) any (Mo	2A. Deemed 3. 4. Securities Acquir Execution Date, if Transaction (A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)	3. Transactio Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	ities Acisposec	g	of Securities Owned eported (s)	l _	
			Code	(A) or Or Amount (D)	(A) or (D)	(Instr. 3 and 4) Price	4)	or indirect (I) (Instr. 4)	12/02/20 13/02/20 13/02/20
Common Stock	08/01/2003		S(1.)	006	\$	\$11.76 0		_	By 00 Bradford Irrevoca ld e Trust B
Common Stock	08/01/2003		S ¹²)	006	D \$	\$11.76 0		I	By Sopher Trust o
Common Stock	08/01/2003		(£)S	006		\$11.76 0		I	By 22 Mallory Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1474 (%) 252) Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

5-C'	10. 11. Note under the control of th	ent 24-8	By Bracker Bracker Irrevata Truso	7/20 9 5 Kg 1/20 9 5 Kg 1 Km21	age 52 of 7
İ	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)		—	> (-
			43,600	43,600	43,600
	8. Price of Derivative Security (Instr. 5)		\$7.062	\$7.062	\$7.062
	Amount ng [4)	Amount or Number of Shares	006	006	006
rities)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Title	Common Stock	Common Stock	Common Stock
vertible secur	sable and e ear)	Expiration Date	02/10/2008	02/10/2008	02/10/2008
warrants, options, convertible securities)	6. Date Exercisable and Expiration Date (Month/Day/Year)	Date Exercisable	900 02/10/1999 02/10/2008 Common Stock	900 02/10/1999 02/10/2008 Common Stock	900 02/10/1999 02/10/2008 Common Stock
warran	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(D)	006	006	006
, calls,	5. On Num Of Sec Acc (A) Dis	× (A)			
(e.g., puts, calls,	4. Code (Instr. 8)	Code	×	×	X
	3A. Deemed 4. 5. Execution Date, if Transaction Number of Code of Month/Day/Year) (Instr. 8) Securitie Acquirec (A) or Dispose of (D) (Instr. 3, 4, and 5)				
	2. 3. Transaction 3A. Conversion Date Exercise (Month/Day/Year) any Price of Derivative Security		07/08/2003	07/08/2003	07/08/2003
	2. 3. Tr. Conversion Date or Exercise (Mor Price of Derivative Security		\$7.062	\$7.062	\$7.062
	1. Title of Derivative Security (Instr. 3)		Common Stock (Right to Buy)	Common Stock (Right to Buy)	Common Stock (Right to Buy)

Reporting Owners

8/5/2003

	Rel	Relationships	
Reporting Owner Name / Address	Director 10% Owner Officer	Officer	Other
SNOWDEN EDWARD H 100 Sylvan Road Suite 100 Woburn 01801		President & CEO	

Ownership Subm: vion

Signatures Edward H. Snowblen

By: QQ_Wbo___ / /___ Edward H Showden By Alan Bouffard under Power of Attorney dated 8/31/2002

08/05/2003

Signature of Reporting Person

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Pursuant to a 10b5-1 Plan. \equiv
- Pursuant to a 10b5-1 Plan. 3
- Pursuant to a 10b5-1 Plan. 3
- Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999. €
- Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999. 3
- Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999. 9

Remarks:

In addition, 203,900 options to buy are held by Edward Snowden directly. Bradford Trust, Sophia Trust and Mallory Trust f/o/b the children of the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

05-Aug-2003 11:06

Leslie Apony

7rom:

EDGAR.POSTMASTER@sec.gov Tuesday, August 05, 2003 7:06 AM

Sent: To:

secnotices@sendd.com; lapony@bcgi.net

Subject:

ACCEPTED FORM TYPE 4 (0001181431-03-017184)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 05-Aug-2003 11:06 ACCEPTED DATE:

FILING DATE: 05-Aug-2003 11:06

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-017184

FILE NUMBER(S):

1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 13-Jul-2004 12:20.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK:

0001200471

OWNER:

SNOWDEN EDWARD H

FORM TYPE: 4
FILE NUMBER(S):
1. 000-28432

ISSUER:

2. CIK:

0001012887

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

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Ownership Submission

FORM 4

Section 16. Form 4 or Check this box if no Form 5 obligations may continue. See longer subject to

Print or Type Responses)

instruction 1(b).

CHANGE COMMISSION Washington, D.C. 20549 UNITED STATES SECURITIES AND L

January 31, 2005 3235-0287 Estimated average burden OMB APPRO hours per response... OMB Number:

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

By Soplice By Trust
Trust
By Mallory
Trust Case 1:05-cv-11165-WGY Irrevocable 7. Nature of Bradford Ownership Beneficial (Instr. 4) Ownership Indirect 6. Individual or Joint/Group Filing (Check Applicable Line) Trust Trust Other (specify below) 5. Relationship of Reporting Person(s) to Issuer or Indirect Direct (D) (Instr. 4) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Check all applicable) **Fоrm**: X. Form filed by One Reporting Person Form filed by More than One Reporting Person President & CEO 5. Amount of Securities X_Officer (give title below) Beneficially Owned Following Reported Transaction(s) 12,964 0 0 \$20 \$20 V Amount (D) Price \$20 \$20 (Instr. 3, 4 and 5) 2A. Deemed 3. 4. Securities Execution Date, if Transaction Acquired (A) or Disposed of (D) Д BOSTON COMMUNICATIONS GROUP INC Д Ω 4. If Amendment, Date Original Filed (Month/Day/Year) 2,200 3. Date of Earliest Transaction (Month/Day/Year) 800 800 800 2. Issuer Name and Ticker or Trading Symbol (Month/Day/Year) (Instr. 8) Code $S^{(2)}$ $S^{(3)}$ S(4) (Month/Day/Year) any 07/08/2003 [bcgi] 2. Transaction 07/08/2003 07/08/2003 07/08/2003 07/08/2003 (Middle) Name and Address of Reporting Person * (Street) (State) (First) SNOWDEN EDWARD H Common Stock Common Stock Common Stock Common Stock I. Title of Security (Last) (City) Instr. 3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

4(9-02)

SEC

OWINCISHING QUINSSION

Pt as who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Cas	se 1:05-cv-11165-WG\	/ Docume	nt 24-8	Filed 12/02 ㎡ 点 点	/2005 Pa	age 56 of 77
3	10. Ownership Ind: 1. 69 Ownership Ind: 1. 60 Derivative Owo- Security: (Ins- Direct (D) or Indirect (I) (Instr. 4)		D(⁹⁾	ı	<u>~</u>	I
:	er /e s allly [[ion	(Instr. 4)	203,900	44,500	44,500	44,500
	8. Price of Derivative Security (Instr. 5)		\$7.062	\$7.062	\$7.062	\$7.062
	Amount ng 14)	Amount or Number of Shares	2,200	800	800	800
ally Owned	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Title	Common Stock	Common Stock	Common Stock	Common Stock
of, or Benefici	able and ear)	Expiration Date	02/10/2008 Common Stock	02/10/2008 Common Stock	02/10/2008 Common Stock	02/10/2008 Common Stock
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	6. Date Exercisable and Expiration Date (Month/Day/Year)	Date Exercisable	02/10/1999 (5)	02/10/1999 (6)	02/10/1999 (7)	02/10/1999 (8)
ies Acqui arrants, o	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(a) (t	2,200	800	800	800
Securit	ion of De De Sec (A) Disconding (A) Of (In	(A)				
rivative !	4. Transact Code (Instr. 8)	Code	×	×	×	×
Table II - Des	Deemed cution Date, nth/Day/Ye					
	3. Transaction 3A. Date Exe (Month/Day/Year) any (Mo		07/08/2003	07/08/2003	07/08/2003	07/08/2003
	2. 3. Tra Conversion Date or Exercise (Mon Price of Derivative Security		\$7.062	\$7.062	\$7.062	\$7.062
	1. Title of Derivative Security (Instr. 3)		Common Stock (Right to Buy)	Common Stock (Right to Buy)	Common Stock (Right to Buy)	Common Stock (Right to Buy)

Reporting Owners

file://C:\IOocuments%20and%20Settings\Tkelly\Local%20Settings\Temporary%20Internet%20Files\OLKDE\rrd13016.htm

7/10/2003

		Rel	Relationships	
Keporting Owner Ivame / Address	Director	Director 10% Owner Officer	Officer	Other
SNOWDEN EDWARD H			President & CEO	

UNITED SHOUTH

Signatures Sylvally Lin

Edward H Snowden 07/08/2003

**Signature of Reporting Person

Õ

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Pursuant to a 10b5-1 Plan.
- (2) Pursuant to a 10b5-1 Plan.
- (3) Pursuant to a 10b5-1 Plan.
- (4) Pursuant to a 10b5-1 Plan.
- (5) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.
- (6) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.
- (7) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.
- (8) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.
- In addition, 133,500 are held indirectly by (a)44,500 by the Bradford Irrevocable Trust, (b)44,500 by the Sophia Trust, (c)44,500 by the Mallory Trust, f/o/b the children of the reporting person.

Note; File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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Leslie Apony

From: ਤent:

EDGAR.POSTMASTER@sec.gov Thursday, July 10, 2003 10:13 AM

To:

secnotices@sendd.com; lapony@bcgi.net

Subject:

ACCEPTED FORM TYPE 4 (0001181431-03-013618)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

FORM TYPE:

NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 10-Jul-2003 14:12

10-Jul-2003 14:13 ACCEPTED DATE:

NO

10-Jul-2003 14:12 FILING DATE:

TEST FILING:

CONFIRMING COPY:

ACCESSION NUMBER: 0001181431-03-013618

FILE NUMBER(S):

1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK:

0001200471

OWNER:

SNOWDEN EDWARD H

FORM TYPE: FILE NUMBER(S):

1. 000-28432

ISSUER:

2. CIK:

0001012887

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

FORM 4	UNITE	D STATES SE	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	D EXCHA .C. 20549	NGE CO	OMIC	AISSION	<u> </u>	OMB A	3235-0287
Check this box if no longer subject to Section 16, Form 4 or	STATEMENT	STATEMENT OF CHANGES IN	SS IN BENEFICIAL OWNERSHIP OF SECURITIES	IAL OWI	VERSHI	P 0.	F SECUR		ed aver er respo	- 1
Form 5 obligations may continue. See Finstruction 1(b).	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	ction 16(a) of th mpany Act of 1	ne Securities Excl 935 or Section 30	hange Act J(h) of the	of 1934, Investme	Secti ent C	ion 17(a) ompany 4	rities Exchange Act of 1934, Section 17(a) of the Public Section 30(h) of the Investment Company Act of 1940		05-cv-1 1
1. Name and Address of Reporting Person SNOWDEN EDWARD H	ing Person ²	2. Issuer Name an BOSTON CON [bcgi]	2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]	Frading Sym ATIONS G	ROUP II	Z C	5. Rela	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director	eporting Person(s) to Issuer (Check all applicable)	165-WC
(Last) (First)	(Middle)	3. Date of Earliest 2003-07-01	Earliest Transaction (Month/Day/Year)	(Month/Day	/Year)		ŏ ×	Officer (give title below) Presiden	w) Other (specify below) President & CEO	
(Sirect)	(195	4. If Amendment,		Date Original Filed (Month/Day/Year)	h/Day/Year)		6. Indiv	6. Individual or Joint/Group Filing (Check Applicable Line) X. Form filed by One Reporting Person Form filed by More than One Reporting Person	ling (Check Applicating Person	Ocume
(City) (State)	rte) (Zip)		Table I - D	Von-Derivat	ive Securi	ties A	cquired, D	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned		nt 2
1. Title of Security		2. Transaction 2A. Date Exe (Month/Day/Year) any	2A. Deemed Execution Date, if any	3. 4. Securities Acquired Transaction (A) or Disposed of (D) Code	4. Securities Acquired(A) or Disposed of (D)	ies Aaspose	cquired d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form:	
			(Month/Day/Year)	V Code V	Amount	(A)	Price	lransaction(s)	or Indirect (1)	Ownership
Common Stock		2003-07-01		S(1)	4400	D 3	\$16.8164	12964	D	/02/2
Common Stock		2003-07-01		S(<u>2</u>)	1700	n Q	\$16.8164	0	bered .	By 00 Bradford Irrevocable Trust 00
Common Stock		2003-07-01		S(3)	1700	Q	\$16.8164	0	I	By Sopering Trust 6
Common Stock		2003-07-01		S ⁽⁴⁾	1700	<u>87</u> Д	\$16.8164 0	0	I	By Mallory 12. July Trust

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Common Stock	2003-07-01	S(10)	2200	Ω	2200 D \$17.00 12964	12964	D	
Common Stock	2003-07-01	S(11)	800	Ω	D \$17.00	0	D	By C Bradfogal Irrevocahle Trust G
Common Stock	2003-07-01	S(12)	800	Ω	D \$17.00 0	0	D	By Soppie
Common Stock	2003-07-01	S(13)	800	D	D \$17.00 0	0	D	By Mallor 5991 Trust
								Ϋ́

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) (e.g., puts, calls, warrants, options, convertible securities)

		I anic II	Table II - Delivative Securities Delicities	indes penendial	dany Orince	any Chief (166) pais, tans) harrants opining constructions is the control of the	nvertible se	ics, opac,					С
1. Title of Derivate Security	2. 3. Transcription Date or Exercise (Mon Price of Derivative Security	3. Transaction 3A. Date Exe (Month/Day/Year) any (Mo	Deemed cution Date, if nth/Day/Year	4. Transaction Code	(5. Number 6. Date Exercisable of and Expiration Date Securities Acquired (A) or Disposed of (D)	cisable on Date	7. Title and Amount 8. Price of 9. Number of Securities Derivative Security Securities Beneficiall Owned Following Reported	Amount	8. Price of 9.1 Berivative of det Security Sec Ov Fol		10. Ownership Form of Derivative Security: Direct (D) or Indirect (1)	10. 11. Nature of Ownership Indirect Derivative Ownership Security: Porn of Direct (D) or Indirect (1)
				Code V	(A) (D)	Date Exercisable Date	ration	Title	Amount or Number of Shares		(s)		Filed 12/02/3
Common Stock (Right to Buy)	7.062	2003-07-01		×	0099	6600 1999-02- 2008- 10 ⁽⁵⁾ 02-10		Common Stock	0099	6600 \$7.062	206100	D ⁽⁹⁾	2005 Pa
Common Stock (Right to Buy)	7.062	2003-07-01		×	2500	2500 1999-02- 2008- 10 ^{£6}) 02-10		Common Stock	2500	2500 \$7.062	45300	_	By ad Bradfog Bradfog Bradfog Bradfog Irrevocable Trust
Common Stock		•				1999-02- 2008-	2008-	Common					By Sophie

7/3/2003

7/3/2003

Ownership Submirsion

(Right to 7.062	7.062	2003-07-01		×	$2500 10^{(2)}$		02-10 Stock	Stock	2500	2500 \$7.062 45300	45300	I	Trust	
Common Stock (Right to Buv)	7.062	2003-07-01		×	2500	2500 1999-02- 2008- 10(8) 02-10		Common	2500	2500 \$7.062	45300	—	By Ses Ses Trust October	ĺ
Reporting Owners	ting O	wners							- -				v-1116	
Reporting (Owner Nam	S	Relationships	hips	Other								5-WGY	

Reporting Owners

		Relg	Relationships	
Reporting Owner Name / Address	Director	Director 10% Owner Officer	Officer	Other
SNOWDEN EDWARD H				
00000			President & CEO	
J. L. Karrul Motens				
7,03,03				

Signatures

Edward H Snowden "Signature of Reporting Person

2003-07-03 Date

Explanation of Responses:

- (*) If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- (**) Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - Pursuant to a 10b5-1 Plan. Ξ
- Pursuant to a 10b5-1 Plan. Pursuant to a 10b5-1 Plan. 3 (3)
- Pursuant to a 10b5-1 Plan. 2
- Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999. (£)
- Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999. 9
- Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999. 0

50021812

- Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999. 8
- Exercisable in the equal instantiation contained by the Bradford Irrevocable Trust, (b)45,300 by the Sophia Trust, (c)45,300 by the Mallory Trust, flo/b the children of the reporting person.

 In addition, 135,900 are held indirectly by (a)45,300 by the Bradford Irrevocable Trust, (b)45,300 by the Sophia Trust, (c)45,300 by the Mallory Trust, flo/b the children of the reporting person.

 Pursuant to a 10b5-1 Plan.

 Pursu ව
 - (10) Pursuant to a 10b5-1 Plan.
- (11) Pursuant to a 10b5-1 Plan.
- (12) Pursuant to a 10b5-1 Plan.
- (13) Pursuant to a 10b5-1 Plan.

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Leslie Apony

EDGAR POSTMASTER@sec.gov rom: Thursday, July 03, 2003 10:21 AM Sent:

secnotices@sendd.com; lapony@bcgi.net To:

ACCEPTED FORM TYPE 4 (0001181431-03-013118) Subject:

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

BOSTON COMMUNICATIONS GROUP INC COMPANY:

NUMBER OF DOCUMENTS: 1 FORM TYPE:

03-Jul-2003 14:21 RECEIVED DATE: 03-Jul-2003 14:20 ACCEPTED DATE:

FILING DATE: 03-Jul-2003 14:20

NO CONFIRMING COPY: TEST FILING:

ACCESSION NUMBER: 0001181431-03-013118

FILE NUMBER(S): 1. 000-28432

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PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

0001200471 1. CIK:

> SNOWDEN EDWARD H . OWNER:

FORM TYPE: FILE NUMBER(S): 1. 000-28432

ISSUER:

0001012887 2. CIK:

BOSTON COMMUNICATIONS GROUP INC COMPANY:

THE SUBMISSION CONTAINED THE FOLLOWING WARNINGS:

TAG VALUE MISSING OR INVALID WRN:

Value for <nonDerivativeSecurity.natureOfOwnership> (6 of 8) is missing or MSG:

invalid BY BRADFORD IRREVOCABLE TRUST. Since this security is directly

owned, this field is not applicable.

LOC: LINE NUMBER: 0

WRN: TAG VALUE MISSING OR INVALID

Value for <nonDerivativeSecurity.natureOfOwnership> (7 of 8) is missing or MSG:

invalid BY SOPHIE TRUST. Since this security is directly owned, this field

is not applicable.

LOC: LINE NUMBER: 0

TAG VALUE MISSING OR INVALID

Value for <nonDerivativeSecurity.natureOfOwnership> (8 of 8) is missing or MSG:

invalid BY MALLORY TRUST. Since this security is directly owned, this

field is not applicable.

LOC: LINE NUMBER: 0

.____NOTICE -----

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Case 1:05-cv-11165-WGY Document 24-8 Filed 12/02/2005 Page 64 of 77 Statement peing returned to the SEC as undeliverable. Please correct

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FORM 4

Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB Number: 3235-0287

Expires: January 31,0005

Estimated average burden 6
hours per response... 10.5

Public 6000

Public 7000

Publi

1. Name and Address of Reporting Person SNOWDEN EDWARD H	ceporting Person . UD H		2. Issuer Name a BOSTON CO [bcgi]	2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]	Frading Syl ATIONS	nbol GROUP	INC	5. Rela	ting Persor ck all appl	n(s) to Issuer licable) 10% Owner	165-WG
(Last)	(First) (M	(Middle)	3. Date of Earl 2003-06-02	3. Date of Earliest Transaction (Month/Day/Year) 2003-06-02	(Month/D	ay/Year)		o ×	X_Officer (give title below) Officer (give title below) Officer (give title below) Officer (give title below)	Other (specify below)	İ
,	(Street)		4. If Amend	4. If Amendment, Date Original Filed (Month/Day/Year)	al Filed (M	onth/Day/Yea	(6, Indiv	6. Individual or Joint/Group Filing (Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person	(Check Applicab erson	e Line)
(City)	(State)	(Zip)		Table I - I	Von-Deriva	ative Secu	rities ,	Acquired, D	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned		nt 2
1.Title of Security		2. Transaction Date (Month/Day/Y	(ear)	2A. Deemed 3. 4. Securities Acquired Execution Date, if Transaction (A) or Disposed of (D) any Code	3. Transactic Code	4. Secu (A) or I	rities A	scquired ed of (D)	5. Amount of Securities Beneficially Owned Following Reported		7. Naturant Indirect Beneficial
				(Month/Day/Year)	Code	(A) or V Amount (D)	(A) or (D)	Price	Transaction(s)	or Indirect (I)	क्षed 12
Common Stock		2003-06-02	20-90		S(T)	0099	Ω	\$16.7482	12964	D	/02/2
Common Stock		2003-06-02	79-93		S(2)	2500	D	\$16.7256 0	0	П	By 00 Bradfoffil Irrevocable Trust 00
Common Stock		2003-06-02	0-05		S(3)	2500	q	\$16.7212 0	0	-	By Somic Trust 9
Common Stock		2003-06-02	0-05		S(4)	2500	D	\$16.7316 0	0	Ĭ	By 42 Journal Mallory 15 Just

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			"	e.e. puts. cs	ills, warr	(e.g., puts, calls, warrants, options, convertible securities)	onvertible so	ecurities)					
1. Title of Derivate Security	2. 3. Tra Conversion Date or Exercise (Mon Price of Derivative Security	ansaction th/Day/Yea	Deemed cution Date, if nth/Day/Year)	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	5. Number 6. Date Exercisable of and Expiration Date Derivative Securities Acquired (A) or Disposed of (D)	rcisable ion Date	7. Title and Amount of Securities Underlying Derivative Security		8. Price of 9. Number Derivative of Security derivative Securities Beneficiall Owned Following Reported Transaction	1 2 2	10. Ownership Form of Derivative Security: Direct (D) or Indirect (1)	10. 11. Natural of Ownership Indirect of Form of Beneficial Derivative Ownership Security: Ownership or Indirect (D) cor Indirect (1)
		b		Code V	V (A) (D)	Date Exercisable	Expiration Date	Title	or Number of Shares		(s)		5-WGY
Common Stock (Right to Buy)	7.062	2003-06-02		×	99	6600 1999-02- 2	2008- 02-10	Common Stock	0099	\$7.062	212700	D ⁽²⁾	Document 2
Common Stock (Right to Buy)	7.062	2003-06-02		×	25.	2500 1999-02- 10 ⁽⁶⁾	2008- 02-10	Common Stock	2500	\$7.062	47800	Д	By P5 Bradford Irrevocable Trust
Common Stock (Right to Buy)	7.062	2003-06-02		×	25	2500 1999-02- 10 ^(Z)	2008- 02-10	Common Stock	2500	2500 \$7.062	47800	ĭ	By Soptice Trust (20/5/15)
Common Stock (Right to Buy)	7.062	2003-06-02		×	25	2500 1999-02- 2008- 10(8) 02-10	2008- 02-10	Common Stock	2500	\$7.062	47800	Ι	By 900 Mallory Trust
Report	Reporting Owners	Wners				ſ							66 of 77

Reporting Owners

	ther		
Relationships	Officer		
Rela	Director 10% Owner Officer		
	Director		
	/ Address		
	orting Owner Name / Address		
	Keporting (

6/3/2003

Case 1:05-cv-11165-WGY

6092603

		_
	President & CEO	
SNOWDEN EDWARD H		

Ownership Submingion

Signatures

Explanation of Responses:

(*) If the form is filed by more than one reporting person, see Instruction 5(b)(v).

(**) Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Pursuant to a 10b5-1 Plan.

Pursuant to a 10b5-1 Plan. 3 Pursuant to a 10b5-1 Plan. 3 Pursuant to a 10b5-1 Plan. 4 Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999. 3 Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999. 9

Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.

Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.

In addition, 143,400 are held indirectly by (a)47,800 by the Bradford Irrevocable Trust, (b)47,800 by the Sophia Trust, (c)47,800 by the Mallory Trust, f/o/b the children of the reporting person.

File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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Case 1:05-cv-11165-WGY Leslie Apony

From: Sent:

EDGAR.POSTMASTER@sec.gov Tuesday, June 03, 2003 2:21 PM

To: Subject:

secnotices@sendd.com; lapony@bcgi.net ACCEPTED FORM TYPE 4 (0001181431-03-009789)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 03-Jun-2003 18:21 ACCEPTED DATE: 03-Jun-2003 18:21

FILING DATE: 04-Jun-2003 08:00

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-009789

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INOUIRIES.

REPORTING OWNER(S):

1. CIK:

0001200471

OWNER:

SNOWDEN EDWARD H

FORM TYPE: 4
FILE NUMBER(S):
1, 000-28432

ISSUER:

2. CIK:

0001012887

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

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FORM 4	UNITED S	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	EXCHANGE COMMIS	NOIS	OMB APPROVAL
[] Check this box if no longer subject to Section 16. Form 4 or	ST	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	NEFICIAL OWNERSHIP		OMB Number: 3235-0287
5 obligations may continue. See Instruction 1(b).	Filed pursuant to Holding	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	Act of 1934, Section 17(a) of the Pub ne Investment Company Act of 1940	lic Utility	Expires: January 31, 2005 Eslimated average burden hours per response 0.5
1, Name and Address of Reporting Person Snowden, Edward		2. Issuer Name and Ticker or Trading Symbol	4. Statement for (Month/Day/Year	6, Relationship	6, Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First)	(Middle)	_	05/01/2003	Director 10% Owner X Officer (give title below)	0% Owner title below)Other (specify below)
de man de comptement - il man i la	manumble tip e propried apparaments and de la let le let letter que annum	3. I.R.S. Identification	A If Amendment	Description	President & CEO
(Street) Woburn, MA 01801	City of the control o	Number of Reporting Person, if an entity (voluntary)	(Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable	Individual or Joint/Group Filing (Check Applicable Line)
(City) (State)	(Zip)			X Form filed Form filed	 Form filed by One Reporting Person Form filed by More than One Reporting Person

		Tabl	Table I - Non-D	-Deriv	ative Securities Acquired	Derivative Securities Acquired, Disposed of, or Beneficially Owned	ally Owned				Ŭ
1. Title of Security (Instr. 3)	2. Transaction 2A. Deemec Date Execution (Month/Day/Year) Date, if any (Month/Day/Year)	2A, Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)	or Disposed Of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction (s)	6. Owner- ship Form: Direct (D) or Indirect (I)	7 Nature of Indirect Beneficial Ownership (Instr 4)	/ 0/
	<u>.</u>		Code	>	Amount	A/D	Price	(Instr. 3 and 4)	(Instr. 4)		_50
Common Stock	05/01/2003		'n		6,600	a	\$17.715	12,964	O		
Common Stock	05/01/2003	1	ň		2,500	Q	\$17.715	12,964	Q	l (a)	
Common Stock	05/01/2003	1	S		2,500	a	\$17.715	12,964	Q	I (b)	.90
Common Stock	05/01/2003		50		2,500	ū	\$17.715	12,964	۵	l (c)	
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of, or Beneficially Owner trible securities)	ō
- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	6. Date Exercisable(DE) 7. Title and Amount of
e II - Derivative Secu (e.g., puts, calls	5. Number of
Tabl	4
	3A.
	3
	2. Conver-
	1. Title of

SEC 1474 (9-02)

Pag. of 3

Case 1:0:	o-cv-1	1165-776	o Y DOC	cument 2	4-8 FI
Indirect Beneficial Ownership (Insfr.4)			(a)	(q)	(c)
Ownership ship Form of Derivative Securities: Direct (D)	Inalrect (I) (Instr.4)	Q	_		_
Derivative Securities Beneficially Owned Following Reported Transaction (s)	(Instr.4)	219,300**	90,300	006,08	60,300
of Derivative Security (Instr.5)		\$7.062	\$7.062	\$7.062	\$7.062
Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	6,600	2,500	2,500	2,500
Underlying Sec	Title	Common Stock	Common Stock	Common Stock	Common Stock
Date(ED) зу/Year)	ED	2/10/08	2/10/08	2/10/08	2/10/08
and Expiration Date(ED) (Month/Day/Year)	ЭO	(1)	(1)	(1)	(1)
Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	D	6,600	2,500	2,500	2,500
Derivat Sect. Acquire or Di (D) (Insti	٧				
Transaction Code (Instr.8)	^				
Trans Code (Ins	Code	×	×	×	×
Deemed Execution Date, if any (Month/ Day/ Year)					
Transaction Date (Month/ Day/ Year)		05/01/2003	05/01/2003	05/01/2003	05/01/2003
sion or Exercise Price of Deri- vative Security		\$7.0620	\$7.0620	\$7.0620	\$7.0620
Derivative Security (Instr. 3)		Common Stock (Right to Buy)	Common Stock (Right to Buy)	Common Stock (Right to Buy)	Common Stock (Right to Buy)

Explanation of Responses:

** In addition, 150,900 are held indirectly by (a)50,300 by the Bradford Irrevocable Trust, (b)50,300 by The Sophia Trust, (c)50,300 by The Mallory Trust, flo/b the children of the reporting person.
(1) Exercisable in five equal installments commencing on the anniversary of the date of grant. * Pursuant to a 10b5-1 plan.

Date: 5(2/03

By: Edward H. Sucoulla 12/ By: (180-)

" Signature of Reponing Perst

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 Intentional misstatements or omissions of facts constitute Federal Criminal Viotations See 18 U.S.C. 1001 and 15

Page 3 of 3

U.S.C. 78ff(a). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for

procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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Additional Information Reported For This Form	
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Signed by Alan Bouffard under Power of Attorney dated August 31, 2002.

Leslie Apony

EDGAR.POSTMASTER@sec.gov ?rom: Friday, May 02, 2003 7:46 AM Sent:

secnotices@sendd.com; lapony@bcgi.net To:

ACCEPTED FORM TYPE 4 (0001181431-03-006727) Subject:

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

NUMBER OF DOCUMENTS: 1 FORM TYPE:

RECEIVED DATE: 02-May-2003 11:44 ACCEPTED DATE: 02-May-2003 11:45

FILING DATE: 02-May-2003 11:44

CONFIRMING COPY: TEST FILING: NO NO

ACCESSION NUMBER: 0001181431-03-006727

FILE NUMBER(S):

1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887

> BOSTON COMMUNICATIONS GROUP INC COMPANY:

FORM TYPE: FILE NUMBER(S): 1. 000-28432

FILED BY:

0001200471 2. CIK:

> SNOWDEN EDWARD H FILER:

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FORM 4	UNITED S	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	EXCHANGE COMMIS	SION	OMB APPROVAL
[] Check this box if no longer subject to Section 16. Form 4 or Form	ST/	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	NEFICIAL OWNERSHIP		OMB Number: 3235-0287
5 obligations may continue. See Instruction 1(b).	Filed pursuant to Section Holding Compan	suant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Pub Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility y Act of 1935 or Section 30(h) of the Investment Company Act of 1940	lic Utility	Expires: January 31, 2005 Estimated average burden hours per response 0.5
Name and Address of Reporting Person Snowden, Edward	erson	2. Issuer Name and Ticker or Trading Symbol	4. Statement for (Month/Day/Year	6. Relationship	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(First) (First)	(Middle)	Boston Communications Group bcgi	04/21/2003	Director 10% Owner X Officer (give title below)	0% Owner title below) Other (specify below)
Suite 100	me. De al Defen af aye à comme. En est de que ligretamique amb demineration de	3, I.R.S. Identification	5. If Amendment,	Description	President & CEO
(Street) Woburn, MA 01801	dis underpres tripinis kalen. 9. enterpretti pingerpre undak Vermoode	Number of Keporung Person, if an entity (voluntary)	Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable	Individual or Joint/Group Filing (Check Applicable Line)
(City) (State)	(Zip)			X Form filed to Form filed to	Yerm filed by One Reporting PersonForm filed by More than One Reporting Person

		Tabl	e I - Nor	-Deriv	ative Securities Acquired	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	ally Owned				-8
1. Title of Security (Instr. 3)	2. Transaction 2A. Deemer Date Execution (Month/Day/Year) Date, if any (Month/Day	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)	or Disposed Of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction (s)	6. Owner- ship Form: Direct (D) or Indirect	6. Owner- 7. Nature of ship Porm: Beneficial Direct Ownership or (Instr. 4) (I)	Filed 12/02/
			Code	>	Amount	ΑD	Price	(Instr. 3 and 4)	(instr. 4)		/2003
Common Stock	04/21/2003		\$		2,200	۵	\$20.00	12,964	a)
Common Stock	04/21/2003	1	'n	.,	800	G	\$20.00	12,964	٥	l (a)	Pa
Common Stock	04/21/2003		š	· !	800	٥	\$20.00	12,964	Q	1 (b)	age
Common Stock	04/21/2003	1	'n	_	800	a	\$20.00	12,964	а	l (c)	73
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of, or Beneficially Owned rtible securities) 7, Title and Amount of	
 11 - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 5. Number of 6. Date Exercisable(DE) 7. Title and Amount of 8. Price 	
e II - Derivative Secu (e.g., puts, calls 5. Number of	
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1. Title of	

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Page 2 of 3

SEC 1474 (9-02)

Case 1:0	5-cv-11	165-WG	Y Doc	ument 2	4-8 Fil
Indirect Beneficial Ownership (Instr.4)			(a)	(q)	(c)
Owner- ship Form of Deriv- ative Securities: Direct (D)	(Instr.4)	٥	_	-	-
Derivative Securities Beneficially Owned Following Reported Transaction	(Instr.4)	225,900**	52,800	52,800	52,800
of Derivative Security (Instr.5)		\$7.062	\$7.062	\$7.062	\$7.062
Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	2,200	800	800	800
Underlying Sec (Instr. 3 and 4)	Title	Common Stock	Common Stock	Common Stock	Common Stock
Date(ED) //Year)	ED	2/10/08	2/10/08	2/10/08	2/10/08
and Expiration Date(ED) (Month/Day/Year)	DE	(1)	(1)	(1)	(1)
Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	۵	2,200	800	800	800
Derivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4 £	∢		:		
ansaction ode (Instr,8)	٧.		· · · · · · · · · · · · · · · · · · ·		
₽ŏ	Code	×	×	×	×
Deemed Execution Date, if any (Month/ Day/ Year)					
Transaction Date (Month/ Day/ Year)		04/21/2003	04/21/2003	04/21/2003	04/21/2003
sion or Exercise Price of Deri- vative Security		\$7.0620	\$7.0620	\$7.0620	\$7.0620
Derivative Security (Instr. 3)		Common Stock (Right to Buy)	Common Stock (Right to Buy)	Common Stock (Right to Buy)	Common Stock (Right to Buy)

Explanation of Responses:

* Pursuant to a 10b5-1 plan.

** In addition, 158,400 are held indirectly by (a)52,800 by the Bradford Irrevocable Trust,(b)52,800 by The Sophia Trust, (c)52,800 by The Mallory Trust f/o/b the children of the reporting person.

(1) Exercisable in five equal installments commencing on the anniversary of the date of grant.

By: Elevant 4. Sucorden ** Signature of Reporting Person 00 (Magn /s/B4:

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Date: 4(22/03

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[•] If the form is filed by more than one reporting person, see Instruction 4(b)(v). • Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15

Page 3 of 3

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Additional	

Additional monitation reported for time i office	Ilanon Pepore	5 1 CH 11 10 1 DS			
Name and Address of Reporting Person Snowden, Edward	Reporting Person			Issuer Name and Ticker or Trading Symbol	Statement for (Month/Day/Year)
100 Sylvan Road	(Last) (Sylvan Road	(First) (Middle)	(Middle)	Boston Communications Group bcgi	04/21/2003
Suite 100	կարդար հասապարա արդագրարի այստրագրությանների հետևաներ արևանական արածած արձան	O I Taman and the control of the	THE COURSE AND ADDRESS OF THE COURSE OF THE		· · · · · · · · · · · · · · · · · · ·
Woburn, MA 01801	-	(Street)			
	(City)	(State)	(Zip)		

Signed by Alan J. Boufard under Power of Attorney dated August 31,2002.

U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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Leslie Apony

rom: Sent: EDGAR.POSTMASTER@sec.gov Tuesday, April 22, 2003 2:12 PM

To:

secnotices@sendd.com; lapony@bcgi.net

Subject:

ACCEPTED FORM TYPE 4 (0001181431-03-006034)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

FORM TYPE:

4

NUMBER OF DOCUMENTS: 1

ONMILTER OF STREET

RECEIVED DATE: 22-Apr-2003 18:12

ACCEPTED DATE:

22-Apr-2003 18:12

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FILING DATE:

23-Apr-2003 08:00

TEST FILING: NO

CONFIRMING COPY:

ACCESSION NUMBER: 0001181431-03-006034

FILE NUMBER(S):

1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK:

0001012887

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 FILE NUMBER(S): 1. 000-28432

FILED BY:

2. CIK:

0001200471

FILER:

SNOWDEN EDWARD H

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SEC Form 4

FORM 4	UNITED S	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	EXCHANGE COMMIS	SION	OMB APPROVAL
[] Check this box if no longer subject to Section 16. Form 4 or Form	ST/	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	NEFICIAL OWNERSHIP		OMB Number: 3235-0287
5 obligations may continue. See Instruction 1(b).	Filed pursuant to Section Holding Compar	suant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Pub Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	n 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility ny Act of 1935 or Section 30(t) of the Investment Company Act of 1940	olic Utility	Expires: January 31, 2005 Estimated average burden hours per response 0.5
Name and Address of Reporting Person Snowden, Edward	on	2. Issuer Name and Ticker or Trading Symbol	4 Statement for (Month/Day/Year	6. Relationship	 Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) 100 Sylvan Road	(Middle)	Boston Communications Group begi	04/17/2003	Director 10% Owner X Officer (give title below)	0% Owner (specify below) _ Other (specify below)
Suite 100	desenventere exercicado (A) for exidente and operation officers	3. I.R.S. Identification	5. If Amendment.	Description	President & CEO
(Street) Woburn, MA 01801		Number of Reporting Person, if an entity (voluntary)	Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable	Individual or Joint/Group Filing (Check Applicable Line)
(City) (State)	(Zip)			X Form filed I	X Form filed by One Reporting Person Form filed by More than One Reporting Person

		Tab	le I - Noi	יDeriv-	ative Securities Acquired	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	ially Owned			
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2.Transaction 2A. Deemed Date Execution (Month/Day/Year) (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)	or Disposed Of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction (s)	6. Owner- ship Form: Direct (D) or Indirect	6. Owner- 7. Nature of ship ship Beneficial Direct Ownership (D) (Instr 4) Indirect (It)
			Code	>	Amount	Α/D	Price	(Instr. 3 and 4)	(Instr. 4)	
Common Stock	04/17/2003		'n		2,200	a	\$17.00	12,964	O	
Common Stock	04/17/2003	-	*s	·	800	O	\$17.00	12,964	a	I (a)
Common Stock	04/17/2003	<u> </u>	š		800	a	\$17.00	12,964	Q	(a) I
Common Stock	04/17/2003	т	š	•	800	Q	\$17.00	12,964	D	J (c)

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	10.
	9. Number of 10.
	8. Price
posed of, or Beneficially Owned, convertible securities)	ercisable(DE) 7. Title and Amount of
II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	6 Date Exercisable(DE) 7. Title and Amount of 8. Price
II - Derivative Secu (e.g., puts, calls	5. Number of
Table	4.
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	1. Title of

Exhibit 28 – Part 2

SEC 1474 (9-02)

Case 1:0	5-cv-1	1165-WC	GY Doo	cument 2	4-9 Fi
Indirect Beneficial Ownership (Instr.4)			(a)	(q)	(c)
Owner- ship Form of Deriv- ative Securities: Orlicet (D) or	(Instr.4)	۵	_		
Derivative Securities Beneficially Owned Following Reported Transaction	(Instr.4)	228,100**	53,600	53,600	53,600
of Derivative Security (Instr.5)		\$7.062	\$7.062	\$7.062	\$7.062
Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	2,200	800	800	800
Underlying Sec (Instr. 3 and 4)	Title	Common Stock	Common Stock	Common Stock	Common Stock
Date(ED) //Year)	ED	2/10/08	2/10/08	2/10/08	2/10/08
and Expiration Date(ED) (Month/Day/Year)	DE	(1)	(1)	(1)	(1)
on Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	۵	2,200	800	800	800
Derivative Securiti Acquired (or Dispo (D) (Instr. 3	∢				
Code (Instr.8)	>				
Trans: Code (Ins	Code	×	×	×	×
Deemed Execution Date, if any (Month/ Day/ Year)		_			
Transaction Date (Month/ Day/ Year)		04/17/2003	04/17/2003	04/17/2003	04/17/2003
sion or Exercise Price of Deri- vative Security		\$7.0620	\$7.0620	\$7.0620	\$7.0620
Derivative Security (Instr. 3)		Common Stock (Right to Buy)	Common Stock (Right to Buy)	Common Stock (Right to Buy)	Common Stock (Right to Buy)

Explanation of Responses:

* Pursuant to a 10b5-1 plan.

** In addition, 160,800 are held indirectly by (a)53,600 by the Bradford Irrevocable Trust, (b)53,600 by The Sophia Trust, (c)53,600 by The Mallory Trust, f/o/b the children of the reporting person.

(1) Exercisable in five equal installments commencing on the anniversary of the date of grant.

** Signature of Reporting Person By: \overline{s}

Date:

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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https://www.sendd.com/~webdrop/netfile/rrd7515.htm

From:

EDGAR.POSTMASTER@sec.gov Monday, April 21, 2003 8:52 AM

To:

secnotices@sendd.com; lapony@bcgi.net

Subject:

Sent:

ACCEPTED FORM TYPE 4 (0001181431-03-005934)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 21-Apr-2003 12:52 ACCEPTED DATE: 21-Apr-2003 12:52

FILING DATE: 21-Apr-2003 12:52

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-005934

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4
FILE NUMBER(S):
1. 000-28432

FILED BY:

2. CIK: 0001200471

FILER: SNOWDEN EDWARD H

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

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Page 1 of 3

SEC Form 4

OLC I UIIII T					
FORM 4	UNITED S	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	EXCHANGE COMMIS	NOIS	OMB APPROVAL
[] Check this box if no longer subject to Section 16. Form 4 or Form	ST,	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	NEFICIAL OWNERSHIP		OMB Number: 3235-0287
5 obligations may continue. See Instruction 1(b).	Filed pursuant to	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	Act of 1934, Section 17(a) of the Pub ne Investment Company Act of 1940		Expires: January 31, 2005 Estimated average burden hours per response 0.5
Name and Address of Reporting Person Snowden, Edward	• 1	2, Issuer Name and Ticker or Trading Symbol	4. Statement for (Month/Day/Year	6. Relationship o	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First)	(Middle)	Boston Communications Group bcgi	04/02/2003	Director 10% Owner X Officer (give title below)	% Owner tte below) Other (specify below)
Suite 100	pr. /maqr., u. o. dere der ist und angle and and any or of the control of the c	3. I.R.S. Identification Number of Reporting	5. If Amendment,	Description	President & CEO
Woburn, MA 01801	troffes. Poly is of anyone - informations are Millionin-	Person, if an entity (voluntary)	Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable	Individual or Joint/Group Filing (Check Applicable Line)
(City) (State)	(djZ)			,	
				X Form filed by Form filed by	 Yerm filed by One Reporting Person Form filed by More than One Reporting Person

		Tabl	e I - Noi	-Deriv	ative Securities Acquired	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	iatly Owned			
1. Title of Security (Instr. 3)	2.Transaction 2A. Deemed Date Execution (Month/Day/Year) Date, if any (Month/Day/N	(ear)	3. Transaction Code (Instr. 8)	ction	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)	or Disposed Of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction (s)	6. Owner- ship Form: Direct (D) or Indirect	6. Owner- 7. Nature of ship hodirect Form: Beneficial Direct Ownership (D) or (Instr. 4)
			Code	^	Amount	Ο/V	Price	(Instr. 3 and 4)	(Instr. 4)	
Common Stock	04/02/2003		*S		1,100	a	\$15.00	12,964	Q	
Common Stock	04/02/2003		*s		400	a	\$15.00	12,964	a	l (a)
Common Stock	04/02/2003		S*		400	a	\$15.00	12,964	D	(b)
Common Stock	04/02/2003		*5		400	a	\$15.00	12,964	a	(2)

	11. Nature of
	9, Number of 10,
ā	8. Price
of, or Beneficially Owne ertible securities)	
Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	6. Date Exercisable(DE) 7. Title and Amount of
le II - Derivative Sec (e.g., puts, call	5. Number of
Tab	4.
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	2. Conver-
	1 Title of 2

4/2/2003

Page 7 of 3

SEC 1474 (9-02)

- Case 1.0		7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7	/O1 D		
Indirect Beneficial Ownership (Instr.4)			(a)	(b)	(c)
Owner- ship Form of Deriv- ative Securities: Direct (D) or	Indirect (I) (Instr.4)	Q	_	_	-
Derivative Securities Beneficially Owned Following Reported Transaction (s)	(Instr.4)	230,300**	54,400	54,400	54,400
of Derivative Security (Instr.5)		\$7.062	\$7.062	\$7.062	\$7.062
Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	1,100	400	400	400
Underlying Sec (Instr. 3 and 4)	Title	Common Stock	Common Stock	Common Stock	Common Stock
rd Expiration Date(ED) (Month/Day/Year)	ED	2/10/08	2/10/08	2/10/08	2/10/08
and Expiration (Month/D:	DE	5	(1)	(1)	(1)
Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	a	1,100	400	400	400
Derivativo Securi Acquired or Disp (D) (Instr.	4				<u> </u>
rr.8)	^				
Transz Code (Ins	Code	×	×	×	×
Deemed Execution Date, if any (Month/Day/Year)	·				
Transaction Date (Month/ Day/ Year)		04/02/2003	04/02/2003	04/02/2003	04/02/2003
sion or Exercise Price of Deri- vative Security		\$7.0620	\$7.0620	\$7.0620	\$7.0620
Derivative Security (Instr. 3)		Common Stock (Right to Buy)	Common Stock (Right to Buy)	Common Stock (Right to Buy)	Common Stock (Right to Buy)

Explanation of Responses:

* Pursuant to a 10b5-1 plan.

** In addition, 163,200 are held indirectly by (a)54,400 by the Bradford Irrevocable Trust,(b)54,400 by The Sophia Trust, (c)54,400 by The Mallory Trust, flo/b the children of the reporting person. (1) Exercisable in five equal installments commencing on the anniversary of the date of grant.

** Signature of Reporting Person .: 8 /S/

Reminder. Report on a separate line for each class of securities beneficially owned directly or indirectly.

[&]quot; If the form is filed by more than one reporting person, see Instruction 4(b)(v). " Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U S.C 1001 and 15

U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

From:

EDGAR.POSTMASTER@sec.gov

:ent

Wednesday, April 02, 2003 9:21 AM

To:

secnotices@sendd.com; lapony@bcgi.net

Subject:

ACCEPTED FORM TYPE 4 (0001181431-03-005202)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

FORM TYPE:

NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 02-Apr-2003 14:20

FILING DATE:

ACCEPTED DATE: 02-Apr-2003 14:20

02-Apr-2003 14:21

TEST FILING:

NO

CONFIRMING COPY:

NO

ACCESSION NUMBER: 0001181431-03-005202

FILE NUMBER(S):

1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK:

0001012887

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: FILE NUMBER(S):

1. 000-28432

FILED BY:

2. CIK:

0001200471

FILER:

SNOWDEN EDWARD H

----- NOTICE ------

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SEC Form 4

FORM 4	UNITED S	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	EXCHANGE COMMIS	SION	OMB APPROVAL
[] Check this box if no longer subject to Section 16. Form 4 or Form	ST/	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	NEFICIAL OWNERSHIP		AB Number: 3235-0287
5 obligations may continue. See Instruction 1(b).	Filed pursuant to Holding	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	tct of 1934, Section 17(a) of the Puble Investment Company Act of 1940	lic Utility	Expires: January 31, 2005 Estimated average burden hours per response 0.5
1. Name and Address of Reporting Person Snowden, Edward		2. Issuer Name and Ticker or Trading Symbol	4. Statement for (Month/Day/Year	6. Relationship	6. Relationship of Reporting Person(s) to tssuer (Check all applicable)
(Last) (First)	(Middle)	Boston Communications Group begi	04/01/2003	Director 10% Owner X Officer (give title below)	0% Owner title below)Other (specify below)
onic since	Marine and the control of	3. I.R.S. Identification Number of Reporting	5. If Amendment,	Description	President & CEO
Woburn, MA 01801	Community of the State of the S	Person, if an entity (voluntary)	Uate of Offginal (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable	Individual or Joint/Group Filing (Check Applicable Line)
(City) (State)	(Zjb)				
				X Form filed b Form filed b	 Yerm filed by One Reporting Person Form filed by More than One Reporting Person

		Tabl	e I - Non	-Deriva	ative Securities Acquired	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	ially Owned			
1. Title of Security (Instr. 3)	2.Transaction Date (Month/Day/Year)	2.Transaction 2A. Deemed Date Execution (Month/Day/Year) Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)	or Disposed Of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction (s)	6. Owner- ship Form: Direct (D) or hdirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	>	Amount	σN	Price	(Instr. 3 and 4)	(Instr. 4)	
Common Stock	04/01/2003		ů		3,300	a	\$14.7964	12,964	Q	
Conmon Stock	04/01/2003		čo		1,300	q	\$14.7964	12,964	D	l (a)
Common Stock	04/01/2003		*5		1,300	Q	\$14.7964	12,964	۵	(q) I
Common Stock	04/01/2003		S,		1,300	O	\$14.7964	12,964	O	l (c)

	11. Nature of
	10
	9. Number of 10
	8, Price
i, Disposed of, or Beneficially Owned ions, convertible securities)	7. Title and Amount of
urities Acquirecs, warrants, opt	6. Date Exercisable(DE) 7. Title and Amount of
	5. Number of
Table II	4
	3A
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	Title of 2. Conver-
	1. Titte of

Page 2 of 3

SEC 1474 (9-02)

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Indirect Beneficial Ownership (Instr.4)			(a)	(q)	(c)
+	(Instr.4)	۵	_	_	-
Derivative Securities Beneficially Owned Following Reported Transaction (s)	(Instr.4)	231,400**	54,800	54,800	54,800
of Derivative Security (Instr.5)		\$7.062	\$7.062	\$7.062	\$7.062
Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	3,300	1,300	1,300	1,300
Underlying (Instr. 3 an	Title	Common Stock	Common Stock	Common Stock	Common Stock
Date(ED) y/Year)	ED	2/10/08	2/10/08	2/10/08	2/10/08
and Expiration Date(ED) (Month/Day/Year)	DE	(1)	(1)	(1)	(1)
Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	D	3,300	1,300	1,300	1,300
Derivative Securitie Acquired (4 or Dispo (D) (Instr. 3,	∢				
Transaction Code (Instr.8)	^				
Trans: Code (Ins	Code	×	×	×	×
Deemed Execution Date, if any (Month/ Day/ Year)					
Transaction Date (Month/ Day/ Year)		04/01/2003	04/01/2003	04/01/2003	04/01/2003
sion or Exercise Price of Deri- vative Security		\$7.0620	\$7.0620	\$7.0620	\$7.0620
Derivative Security (Instr. 3)		Common Stock (Right to Buy)	Common Stock (Right to Buy)	Common Stock (Right to Buy)	Common Stock (Right to Buy)

Explanation of Responses:

* Pursuant to a 10b5-1 plan.

** In addition, 164,400 are held indirectly by (a)54,800 by the Bradford Irrevocable Trust, (b)54,800 by The Sophia Trust, (c)54,800 by The Mallory Trust, f/o/b the children of the reporting person.

(1) Exercisable in five equal installments commencing on the anniversary of the date of grant.

"" Signature of Reporting Person By: 1 /S/

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v). ** Intentional misstalements or omissions of facts constitute Federal Criminal Violations See 18 U.S C. 1001 and 15

U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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From:

EDGAR.POSTMASTER@sec.gov Wednesday, April 02, 2003 9:33 AM

Sent: To:

secnotices@sendd.com; lapony@bcgi.net

Subject:

ACCEPTED FORM TYPE 4 (0001181431-03-005207)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

FORM TYPE:

NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 02-Apr-2003 14:32

02-Apr-2003 14:32

FILING DATE: TEST FILING:

CONFIRMING COPY:

ACCEPTED DATE:

NO

02-Apr-2003 14:33

ACCESSION NUMBER: 0001181431-03-005207

FILE NUMBER(S):

1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK:

0001012887

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: FILE NUMBER(S): 1. 000-28432

FILED BY:

2. CIK:

0001200471

FILER:

SNOWDEN EDWARD H

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SEC Form 4				
FORM 4	UNITED S	UNITED STATES SECURITIES AND EXCHANG Washington, D.C. 20549	EXCHANGE COMMISSION	SION OMB APPROVAL
[] Check this box if no longer subject to Section 16. Form 4 or	ST/	STATEMENT OF CHANGES IN BENEFICIAL OW	NEFICIAL OWNERSHIP	OMB Number: 3235-0287
5 obligations may continue. See instruction 1(b).	Filed pursuant to Holding	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Put Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	Act of 1934, Section 17(a) of the Public Utility ne Investment Company Act of 1940	ic Utility Expires: January 31, 2005 Estimated average burden hours per response0.5
Name and Address of Reporting Person Snowden, Edward	•	2. Issuer Name and Ticker or Trading Symbol	4. Statement for (Month/Day/Year	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First)	(Middle)	nmunications Group	03/20/2003	Director10% Owner Other (specify below) Other (specify below)
Suite 100	· Para de la company de la com	3. I.R.S. Identification	5 If Amendment.	Description President & CEO
018	* * * * * * * * * * * * * * * * * * *	ď	Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)
(City) (State)	(Zip)			 Form filed by One Reporting Person Form filed by More than One Reporting Person

		Table	I - Non-	Deriva	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	Disposed of, or Beneficia	ally Owned			
1 Title of Security (Instr. 3)	2.Transaction Date		3. Transaction		 Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5) 	Disposed Of (D)		5. Amount of Securities Beneficially	6. Owner- ship Form:	7. Nature of Indirect Beneficial
	(Month/Day/Year)	Date, if any	Code	<u></u>				,	Direct	Ownership
		(Month Day Tear)	(Instr. 8)	8)					q (D	(Instr. 4)
								Transaction (s)	Indirect (I)	
			Code	<	Amount	ΑJD	Price	(Instr. 3 and 4)	(Instr. 4)	
Carrier Stock	03/20/2003		ςį		1,100	0	\$15.0073	12,964	g	
Common Stock	03/20/2003		ب		400	ם	\$15.02	12,964	D	l (a)
Common Stock	03/20/2003		•			,	\$15.02	12.964	D	1 (b)
Common Stock	03/20/2003		ů		400		\$10.0F	12 064	5	(2)
Common Stock	03/20/2003		οż		400	D	\$15.02	14,004	,	1 (4)

	1 Title of 2 Convert 3. 3A. 4. 5.1	apie II-	
	5. Number of	(e.g., puts, calls	200
_	6. Date Exercisable(DE) 7. Title and Amount of	(e.g., puts, calls, warrants, options, convertible securities)	isition Assuited Disposed
•	7. Title and Amount of	rtible securities)	of or Beneficially Owned
•	nt of 8 Price		
	9. Number of 10.		
	10.		
	11. Nature of		

Option

Stock	Stock Option	Stock Option	Stock Option	<u>.</u>	Derivative Security (Instr.
					ve
\$7.0620	\$7.0620	\$7.0620	\$7.0620		sion or Exercise Price of Deri- vative Security
03/20/2003	03/20/2003	03/20/2003	03/20/2003		Transaction Date (Month/ Day/ Year)
					Deemed Execution Date, if any (Month/ Day/ Year)
×	×	×	×	Code	Transaction Code (Instr.8)
				<	iction r.8)
				А	Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)
400	400	400	1,100	o	Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)
3	(3)	(1)	(1)	DE	and Expiration Date(ED) (Month/Day/Year)
2/10/08	2/10/08	2/10/08	2/10/08	ED	Date(ED) y/Year)
Common Stock	Common Stock	Common Stock	Common Stock	Title	Underlying Securities (Instr. 3 and 4)
400	400	400	1,100	Amount or Number of Shares	Securities d 4)
\$7,062	\$7.062	\$7.062	\$7.062		of Derivative Security (Instr.5)
56,100	56,100	56,100	234,700**	(F.Belit)	g - 🗏 "
	-	-	D	(Instr.4)	Owner- ship Form of Deriv- ative Securities: Direct (D) or Indirect (I)
(c)	(b)	(a)			Indirect Beneficial Ownership (Instr.4)

Page of 3

Explanation of Responses:

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** In addition, 168,300 are held indirectly by (a)56,100 by the Bradford Irrevocable Trust, (b)56,100 by The Sophia Trust, (c)56,100 by The Mallory Trust, f/o/b the children of the reporting person.

(1) Exercisable in five equal installments commencing on the anniversary of the date of grant.

3/21/03

SEC 1474 (9-02)

** Signature of Reporting Person

S

BLES.

Edward H. Snewdon

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for

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Additional Information Reported For This Form

Name and Address of Reporting Person

Snowden, Edward

and Ticker or Trading Symbol Issuer Name

Statement for (Month/Day/Year)

Signed by Alan J. Bouffard under Power of Attorney dated August 31,2002	(City) (State) (Zip)	100 Sylvan Road Suite 100 (Street)	(Last) (First) (Middle)
31,2002		The state of the s	Boston Communications Group
		or depth of the control of the contr	03/20/2003

From: EDGAR.POSTMASTER@sec.gov Sent: Friday, March 21, 2003 9:32 AM

To: secnotices@sendd.com; lapony@bcgi.net

Subject: ACCEPTED FORM TYPE 4 (0001181431-03-004602)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 21-Mar-2003 14:32 ACCEPTED DATE: 21-Mar-2003 14:32

FILING DATE: 21-Mar-2003 14:32

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-004602

FILE NUMBER(S): 1. COG-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4
FILE NUMBER(S):
1. 000-28432

FILED BY:

2. CIK: 0001200471

FILER: SNOWDEN EDWARD H

----- NOTICE -----

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OCC LOTHER					
FORM 4	UNITED S	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	EXCHANGE COMMIS	SION	OMB APPROVAL
Check this box if no longer subject to Section 16. Form 4 or	ST/	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	NEFICIAL OWNERSHIP		OMB Number: 3235-0287
5 obligations may continue. See instruction 1(b).	Filed pursuant to Holding	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	Act of 1934, Section 17(a) of the Pub he Investment Company Act of 1940	lic Utility	Expires: January 31, 2005 Estimated average burden hours per response 0.5
Name and Address of Reporting Person Snowden, Edward	*	Issuer Name and Ticker or Trading Symbol	4. Statement for (Month/Day/Year	6. Relationship	Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) 100 Sylvan Road	(Middle)	Boston Communications Group bcgi	03/06/2003	Director 10% Owner X Officer (give title below)	10% Owner ve title below) _ Other (specify below)
1	ere de majo escriptor e aprimer e aprimera de de la companya de la	3. I.R.S. Identification	the 16 Amondment	Description	President & CEO
(Street) (Street)	;	Number of Reporting Person, if an entity (voluntary)	On the manufacture of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable	Individual or Joint/Group Filing (Check Applicable Line)
	(Zip)			∑ Form filed b	Form filed by One Reporting Person Form filed by More than One Reporting Person

		Tabl	e i - Non-Deriv	Table I - Non-Derivative Securities Acquired, Disposed of, or Benef	1, Disposed of, or Benefic	ficially Owned			
1. Title of Security (Instr. 3)	2.Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)	or Disposed Of (D)		5. Amount of Securities Seneticially Owned Following Reported Transaction (s)	6. Owner- ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
	·· 		Code V	Amount	A/D	Price	and 4)	4)	
Common Stock	03/06/2003		<i>α</i> *	006	٥	\$13.00	12,964	0	
Common Stock	03/06/2003	-	κţ	200	D	\$13.00	12,964	D	i (a)
Common Stock	03/06/2003		ςţ	200	۵	\$13.00	12,964	D	I (b)
Common Stock	03/06/2003		ς,	200	D	\$13.00	12,964	ם	1(c)

1 Fittle of 2. Convert 3. 3A. 4. 5 Number of 6. Date Exercisable(DE) 7. Title and Amount of 8. Price 9. Number of 10 11. Nature of		fable II - Derivative Se (e.g., puts, ca	Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)	d of, or Beneficially Ownerertible securities)			
	4.	l	6. Date Exercisable(DE)	7. Title and Amount of	9. Number of	10	11. Nature of

Stock. Option	Stock Option	Stock Option	Stock Option			Derivative Security (Instr.
\$7.0620	\$7.0620	\$7.0620	\$7.0620			sion or Exercise Price of Deri- valive Security
03/06/2003	03/06/2003	03/06/2003	03/06/2003		,	Transaction Date (Month/ Day/ Year)
					Day/ Year)	Š ~
×	×	×	×	Cade		Transaction Code (Instr.8)
				<		
			,	≻	(Instr. 5)	Derivative Securities Acquired (A) or Dispose (D)
200	200	200	900	ם	(Instr. 3, 4 and	es A) Sed Of
(1)	(1)	(1)	(1)	DE		and Expiration Date(ED) (Month/Day/Year)
2/10/08	2/10/08	2/10/08	2/10/08	ΕD		Date(ED) y∕Year)
Common Stock	Common Stock	Common Stock	Common Stock	Τille		Underlying (Instr. 3 ar
200	200	200	900	Amount or Number of Shares		Underlying Securities (Instr. 3 and 4)
\$7.062	\$7.062	\$7.062	\$7.062			of Derivative Security (Instr.5)
56,500	56,500	56,500	235,800*	(Instr.4)	Transaction (s)	Derivative Securities Beneficially Owned Following Reported
-	-	-	D	(Instr.4)	Direct (D) or Indirect (I)	Owner- ship Form of Deriv- ative Securities:
(c)	(b)	(a)				Indirect Beneficial Ownership (Instr.4)

Explanation of Responses:

* Pursuant to a 10b5-1 plan.

** In addition, 169,500 are held indirectly by (a)56,500 by the Bradford Irrevocable Trust, (b)56,500 by The Sophia Trust, (c)56,500 by The Mallory Trust, f/o/b the children of the reporting person.

Exercisable in five equal installments commencing on the anniversary of the date of grant.

Date:

SEC 1474 (9-02)

** Signature of Reporting Person

S

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15

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rom: Sent:

EDGAR.POSTMASTER@sec.gov Friday, March 07, 2003 6:56 AM

To:

secnotices@sendd.com; lapony@bcgi.net

Subject:

ACCEPTED FORM TYPE 4 (0001181431-03-003936)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

FORM TYPE:

NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 07-Mar-2003 11:55

FILING DATE: 07-Mar-2003 11:55

TEST FILING:

NO

CONFIRMING COPY:

ACCEPTED DATE:

07-Mar-2003 11:56

ACCESSION NUMBER: 0001181431-03-003936

FILE NUMBER(S):

1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK:

0001012887

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 FILE NUMBER(S): 1. 000-28432

FILED BY:

2. CIK:

0001200471

FILER:

SNOWDEN EDWARD H

------NOTICE

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Page 1 of 3

SEC Form 4					
FORM 4	UNITED S	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	EXCHANGE COMMIS	SION	OMB APPROVAL
[] Check this box if no longer subject to Section 16. Form 4 or	ST	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	ENEFICIAL OWNERSHIP		OMB Number 3235-0287
s obligations may continue. See Instruction 1(b).	Filed pursuant to Holding	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	Act of 1934, Section 17(a) of the Pub he Investment Company Act of 1940	lic Utility	Expires: January 31, 2005 Estimated average burden hours per response 0.5
 Name and Address of Reporting Person Snowden, Edward 	J.	2. Issuer Name and Ticker or Trading Symbol	4. Statement for (Month/Day/Year	6. Relationship	Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First)	(Middle)	Boston Communications Group begi	03/03/2003	_ Director10% Owner X Officer (give title below)	_10% Owner ive title below)Other (specify below)
Suite 100	entranta describe destruction promotestica describes a term of a	3. I.R.S. Identification	5. If Amendment,	Description	President & CEO
Woburn, MA 01801 (Street)		Person, if an entity (voluntary)	Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable	Individual or Joint/Group Filing (Check Applicable Line)
(City) (State)	(Zip)			X Form filed b	X Form filed by One Reporting Person Form filed by More than One Reporting Person

		Tabl	e i - Non-	Deriva	Table I - Non-Derivative Securities Acquired, Disposed of, or Be	, Disposed of, or Benefici	neficially Owned			1
1. Title of Security (Instr. 3)	2.Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transaction Code		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)	or Disposed Of (D)			6. Owner- ship Form:	7. Nature of Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)	8)				Following Reported Transaction (s)	(D) or Indirect	(Instr. 4)
			Code	<	Amount	Α/D	Price	(Instr. 3 and 4)	(Instr. 4)	
Common Stock	03/03/2003		νţ		2,200	Ū	\$12.6465	12,964	ь	
Common Stock	03/03/2003		ά		900	D	\$12.6465	12,964	o	I (a)
Common Stock	03/03/2003		νį	-	900	0	\$12.6465	12,964	o	(b)
Common Stock	03/03/2003		S,		900	٥	\$12.6465	12,964	0	I (c)
Common Stock	03/03/2003		S*	· · · · ·	200	D	\$13.09	12,964	D	
Common Stock	03/03/2003		S		200	D	\$13.09	12,964	o	I (a)
Common Stock	03/03/2003		S	Ţ	200	D	\$13.09	12,964	D	1 (b)
Common Stock	03/03/2003		s,		200	٥	\$13.09	12,964	D	(c)

** Signature of Reporting Person

There is the property

Medio

			,		
Stock Option	Stock Option	Stock Option	Stock Option		1. Title of Derivative Security (Instr. 3)
\$7.0620	\$7.0620	\$7.0620	\$7.0620		2. Conversion or Exercise Price of Derivative Security
03/03/2003	03/03/2003	03/03/2003	03/03/2003		3. Transaction Date (Month/ Day/ Year)
					3A. Deemed Execution Date, if any (Month/ Day/ Year)
×	×	×	x	Code	4. Transaction Code (Instr.8)
" "				<	Table action tr.8)
			_	>	II - Derivativ (e.g., put) 5. Number of Derivative Securities Acquired (A) or Dispose (D) (Instr. 3, 4
1,100	1,100	1,100	2,400	ם	I - Derivative Secu (e.g., puts, calls Number of Securities Securites Acquired (A) or Disposed Of D)
(1)	(1)	(1)	(1)	DE	ritles Acquired, Disposi, warrants, options, con 6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)
2/10/08	2/10/08	2/10/08	2/10/08	ED	ed, Disposed ptions, conv cisable(DE) Date(ED) y/Year)
Common Stock	Common Stock	Common Stock	Common Stock	Title	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 5. Number of Derivative (and Derivative and Amount of Derivative (Instr. 3 and 4) Securities (Instr. 3, 4 and 5) (Instr. 3, 4 and 5)
1,100	1,100	1,100	2,400	Amount or Number of Shares	rities) d Amount of ing Securities and 4)
\$7.062	\$7.062	\$7.062	\$7.062		8. Price of Derivative Security (Instr.5)
56,700	56,700	56,700	236,700**	(Instr.4)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (s)
1		_	D	(instr.4)	
(c)	(b)	(a)		:	11. Nature of Indirect Beneficial Ownership (Instr.4)

Page ? o.

Explanation of Responses:

* Pursant to a 10b5-1 plan.

f/o/b the children of the reporting person. ** In addition, 170,100 are held indirectly by (a)56,700 by the Bradford Irrevocable Trust, (b)56,700 by The Sophia Trust, (c)56,700 by The Mallory Trust,

Exercisable in five equal installments commencing on the anniversary of the date of grant.

Date: 3(4/03

SEC 1474 (9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly

procedure,

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^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15

U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for

Additional Information Reported For This Form

Name and Address of Reporting Person* Snowden, Edward			Issuer Name and Ticker or Trading Symbol
(Last)	(First)	(Middle)	Boston Communications Group bcgi
Suite 100	And the state of t		
Woburn, MA 01801	(Street)		
(City)	(State)	(Zip)	

Statement for (Month/Day/Year) 03/03/2003

Signed by Alan J. Bouffard under Power of Attorney dated August 31,2002

rom: EDGAR.POSTMASTER@sec.gov
Jent: Tuesday, March 04, 2003 9:29 AM

To: secnotices@sendd.com; lapony@bcgi.net

Subject: ACCEPTED FORM TYPE 4 (0001181431-03-003729)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 04-Mar-2003 14:29 ACCEPTED DATE: 04-Mar-2003 14:29

FILING DATE: 04-Mar-2003 14:29

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-003729

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4
FILE NUMBER(S):
1. 000-28432

FILED BY:

2. CIK: 0001200471

FILER: SNOWDEN EDWARD H

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Page 1 of 2

SEC Form 4				-	
FORM 4	UNITED S	UNITED STATES SECURITIES AND EXCHANGE Washington, D.C. 20549	EXCHANGE COMMISSION	SION	OMB AFFROVAC
[] Check this box if no longer subject to Section 16, Form 4 or	ST/	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	NEFICIAL OWNERSHIP		OMB Number: 3235-0287
See instruction 1(b).	Filed pursuant to Holding	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Pub Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	oct of 1934, Section 17(a) of the Public Utility he investment Company Act of 1940	ic Utility	Expires: January 31, 2005 Estimated average burden hours per response 0.5
Name and Address of Reporting Person Snowden, Edward		Issuer Name and Ticker or Trading Symbol	4. Statement for (Month/Day/Year	6. Relationship	Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First)	(Middle)	Boston Communications Group bcgi	02/28/2003	Director _ 10% Owner X Officer (give title below)	10% Owner ve title below) Other (specify below)
Suite 100	- de effende aufen an fr. mampfellen del Medellen, derfende der	3. I.R.S. Identification	S If Amandment	Description	President & CEO
oburn, MA (de la companya de la	Number of Reporting Person, if an entity (voluntary)	Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable	Individual or Joint/Group Filing (Check Applicable Line)
(City) (State)	(Zíþ)			X Form filed b Form filed b	Form filed by One Reporting Person Form filed by More than One Reporting Person

									000000000000000000000000000000000000000
	D	12,964	\$7.557	A	2,291	A		02/28/2003	Common Stock
	(Instr. 4)	(Instr. 3 and 4)	Price	Α/D	Amount	Code V			
•	Ξ	(8)							
(Instr. 4)		Reported							
:	Э					(Instr. 8)	(MOTHER Pays Car)	_	
Ownership	Direct	Owned				C	Manth/Dav/Year	(wionin/Day/Tear) Date, II arry	
	Form:	Beneficially			(Instr. 3, 4, and 5)	Code	Pate if any	Date Control	(Instr. 3)
	ship	Securities		•		Transaction	ì	i saction	I. Title of Security
7.	6. Owner-			or Disposed Of (D)	4 Securities Acquired (A) or Disposed Of (D)	נע			Title of Charlette.
						1011			
			neficially Owned	. Disposed of, or Benefici	Table I - Non-Derivative Securities Acquired, Disposed of, or Ben	ol - Non-Der	Tabl		

1. Title of Derivative Security (Instr. 3)	
3	
2. Conver- 3. sion or Trans Exercise Date Price of Deri- Deri- vative Day/	1
3. Transaction Date (Month/ Day/	
3A. Deemed Trans: Execution Code Date, if (Ins	
action tr.8)	Table II -
5. Number of Derivative Securities Acquired (A)	Derivative Se
6. Date Exercisable (DE) and Expiration Date (ED) (Month/Day/Year)	curities Acquired, Dis
5. Number 6. Date Exercisable 7. Title and Amount of UE) and Underlying Securities Expiration Date Securities (ED) Acquired (Month/Day/Year) (A)	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)
8. Price of Derivative Security (Instr.5)	wned
9. Number of Derivative Securities Beneficially Owned Following	
10. Owner- ship Form of Deriv- alive	
11. Nature of Indirect Beneficial Ownership (Instr.4)	

Page 2 of 2

Explanation of Responses:

Shares purchased under bcgi's Employee Stock Purchase Plan. Edward H. Suswoler

Date: 3|3|03

** Signature of Reporting Person

15/By: De Month under Power of Alberray dubble \$131/02

SEC 1474 (9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly

- * If the form is filed by more than one reporting person, see instruction 4(b)(v).

 ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for

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EDGAR, POSTMASTER@sec.gov rom: Sent: Monday, March 03, 2003 8:14 AM

To: secnotices@sendd.com; lapony@bcgi.net

ACCEPTED FORM TYPE 4 (0001181431-03-003583) Subject:

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

BOSTON COMMUNICATIONS GROUP INC COMPANY:

FORM TYPE: NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 03-Mar-2003 13:14 ACCEPTED DATE: 03-Mar-2003 13:14

FILING DATE: 03-Mar-2003 13:14

TEST FILING: CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-003583

FILE NUMBER(S):

1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 FILE NUMBER(S): 1. 000-28432

FILED BY:

2. CIK: 0001200471

FILER: SNOWDEN EDWARD H

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Filed 12/02/2005

OLC LOIM T					
FORM 4	UNITED S	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	EXCHANGE COMMIS	SION	OMB APPROVAL
Check this box if no longer subject to Section 16. Form 4 or	ST	STATEMENT OF CHANGES IN BENEFICIAL OV	NEFICIAL OWNERSHIP		OND Attraction 2225 0287
5 obligations may continue. See Instruction 1(b).	Filed pursuant to Holding	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Pub Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	Act of 1934, Section 17(a) of the Public Utility the Investment Company Act of 1940	lic Utility	Expires: January 31, 2005 Estimated average burden hours per response 0.5
 Name and Address of Reporting Person Snowden, Edward 		Issuer Name and Ticker or Trading Symbol	4. Statement for (Month/Day/Year	6. Relationship	Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First)	(Middle)	Boston Communications Group bcgi	02/21/2003	_ Director10% Owner <u>X</u> Officer (give title below)	0% Owner (specify below)
Suite 100	a admirijā aidēja, iz selemdires admirijā selembras arģama, Vinaminās	3. I.R.S. Identification Number of Reporting	5. If Amendment,	Description	President & CEO
Woburn, MA 01801 (Street)	de militaka priimasyanda a vora de a mai - ta vodelika priima a vora vode	Person, if an entity (voluntary)	Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable	Individual or Joint/Group Filing (Check Applicable Line)
(City) (State)	(Zíp)			X Form filed t	Form filed by One Reporting Person

Page 1 of 3

		Tabi	e i - Non-De	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	l, Disposed of, or Benefic	ially Owned			
1. Title of Security (Instr. 3)	2.Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)	or Disposed Of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction	6. Owner- ship Form: Direct (D) or Indirect	7. Nature of indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	A/D	Price	(Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/28/2002		A	854	А	\$7.319	9,193	D	
Common Stock	08/30/2002		A	2005	А	\$7.31	11,198	o	
Common Stock	12/12/2002		စ	375	ם		10,823	D	
Common Stock	12/12/2002		6	150	ים		10,673	ס	

								(Instr 3)	Security	Derivative	1. Title of	
				,	₹			_	ø		2. Conver-	
				•	Year)	Day/	(Month/			Transaction	3.	
		,	Year)	Day/	(Month/		any	Date, if	Execution	Deemed	3A.	
Code V							(0.050.0)	(Party 0)	Code	Transaction	4 ,	Table i
Α	4 and 5)		0	Disp	덕.	€	Acqu	တူ	Derivative		5. Number	l - Deriv (e.g.,
D	and 5)	1 3		Disposed Of			iired	Securities	ative	_	ımber	ative Se puts, ca
뭐							(Month/t	(ED)	Expiration Date	(DE) and	6. Date Exercisable	curities Accills, warrant
<u>B</u>							(Month/Day/Year)		n Date		ercisable	quired, Dis s, options
Title									(Ins	ᇤ	7. Title	conve
Amount or Number of Shares									(Instr. 3 and 4)	Underlying Securities	7. Title and Amount of	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)
							(Instr.5)	Security	Derivative	of	8. Price	vned
		(Instr.4)	(s)	Transaction	Reported			Beneficially		Derivative	9. Number of	
	(Instr.4)	Indirect (I)	Q	Direct (D)	Securities:	auve	Deriv-	Form of	ship	Owner-	10.	
							(Instr.4)	Ownership	Beneticial	Indirect	11. Nature of	
I												<u> </u>

Explanation of Responses:

SEC 1474 (9-02)

Page 3 of 3

** Signature of Reporting Person

S

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for

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rom: EDGAR.POSTMASTER@sec.gov sent: Friday, February 21, 2003 4:42 AM

To: secnotices@sendd.com; lapony@bcgi.net

Subject: ACCEPTED FORM TYPE 4 (0001181431-03-003126)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 21-Feb-2003 09:41 ACCEPTED DATE: 21-Feb-2003 09:42

FILING DATE: 21-Feb-2003 09:41

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-003126

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4
FILE NUMBER(S):
1. 000-28432

FILED BY:

2. CIK: 0001200471

FILER: SNOWDEN EDWARD H

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(Last) 100 Sylvan Road Suite 100

(First)

(Middle)

Woburn,

\$

01801

(Street)

(City)

(State)

(Zip)

(voluntary)

Snowden, Edward

1. Name and Address of Reporting Person

5 obligations may continue. See Instruction 1(b).

Page 1 v

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

and Ticker or Trading Symbol	2. Issuer Name		
(Month/Day/Year	4, Statement for		
_	6,	I	

3. I.R.S. Identification Number of Reporting Person, if an entity Boston Communications Group bcgi 5. If Amendment,
Date of Original
(Month/Day/Year) 02/06/2003

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden

hours per response.... 0.5

X Form filed by One Reporting Person Form filed by More than One Reporting Person	7. Individual or Joint/Group Filing (Check Applicable Line)	Description President & CEO	_ Director _ 10% Owner X Officer (give title below) _ Other (specify below)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
ing Person		W. Marriagon Marriagon V. Spin v. St. 1888.	ecify below)	o Issuer

		Tabl	el - Non-	Deriva	Table I - Non-Derivative Securities Acquired, Disposed of, or Ben	Disposed of, or Benefic	eficially Owned			
1. Title of Security (Instr. 3)	2.Transaction Date (Month/Day/Year)		3. Transaction Code		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)	r Disposed Of (D)		5. Amount of Securities Beneficially		7. Nature of Indirect Beneficial Ownership
	(WOILIN Day) i Sar)	(Month/Day/Year)	(Instr. 8)	8					Direct (D) or Indirect (I)	Ownership (Instr. 4)
			Code	<	Amount	Α/D	Price	(Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/02/2003		S,		1,100	O	\$13.0939	8,339	D	
Common Stock	02/00/2003		κţ		400	g	\$13.0939	8,339	ם	I (a)
Common Stock	02/0 2 /2003		οį	 r	400	D	\$13.0939	8,339	0	l (b)
Common Stock	02/00/2003		ကံ		400	D	\$13.0939	8,339	ם	l(c)
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Table II - Derivative Securities Acquired, Disposed of, or beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	
- Deri	
vative , puts	
(e.g., puts, calls, warrants, options, convertible securities)	1
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Number of Derivative

10. Owner-

Nature of Indirect

1, Title of Derivative

2. Conver-sion or

3. Transaction

3A. Deemed

				age 3	
Stock Option	Stock Option	Stock Option	Stock Option		Security (Instr. 3)
\$7.0620	\$7.0620	\$7.0620	\$7.0620	-	Exercise Price of Peri- valive Security
02/06/2003	02/06/2003	02/06/2003	02/06/2003		Date (Month/ Day/ Year)
					Execution Date, if any (Month/ Day/ Year)
×	×	×	×	Code	Code (Ins
				<	ode (Instr.8)
				A	Securities Acquired (A) or Dispose (D) (Instr. 3, 4
400	400	400	1,100	D	Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)
(1)	(1)	(1)	(1)	DE	Expiration (Month/Da
2/10/08	2/10/08	2/10/08	2/10/08	ED	Expiration Date(ED) (Month/Day/Year)
Common Stock	Common Stock	Common Stock	Common Stock	Title	(Instr. 3 and 4)
400	400	400	1,100	Amount or Number of Shares	nd 4)
\$7.062	\$7.062	\$7.062	\$7.062		Derivative Security (Instr.5)
57,800	57,800	57,800	239,100**	(Instr.4)	Securities Beneficially Owned Following Reported Transaction (s)
_	_	-	ט	(lnstr.4)	ship Form of Deriv- ative Securities: Direct (D) or
(c)	(b)	(a)			Beneficial Ownership (Instr.4)

Page 7 of 2

(1) Exercisable in five equal installments commencing on the anniversary of the date of grant.
** In addition, 173,400 are held indirectly by (a)57,800 by the Bradford Irrevocable Trust,(b)57,800 by The Sophia Trust, (c)57,800 by The Mallory Trust,

f/o/b the children of the reporting person.

** Signature of Reporting Person

S/

Date: February 7, 2003

SEC 1474 (9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is flied by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see instruction 6 for

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Explanation of Responses:

^{*} Pursant to a 10b5-1 plan.

rom: EDGAR.POSTMASTER@sec.gov Sent: Friday, February 07, 2003 7:16 AM

To: secnotices@sendd.com; lapony@bcgi.net

Subject: ACCEPTED FORM TYPE 4 (0001181431-03-001849)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 07-Feb-2003 12:16 ACCEPTED DATE: 07-Feb-2003 12:16

FILING DATE: 07-Feb-2003 12:16

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-001849

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4
FILE NUMBER(S):
1. 000-28432

FILED BY:

2. CIK: 0001200471

FILER: SNOWDEN EDWARD H

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Page 1 of 2

2/5/2003

SEC Form 4

FORM 4	UNITED S	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	EXCHANGE COMMIS	NOIS	OMB APPROVAL
[] Check this box if no longer subject to Section 16. Form 4 or Form	ST	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	NEFICIAL OWNERSHIP		OMB Number: 3235-0287
5 obligations may continue. See instruction 1(b).	Filed pursuant to Section Holding Compan:		16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility / Act of 1935 or Section 30(h) of the Investment Company Act of 1940	stic Utility	Expires: January 31, 2005 Estimated average burden hours per response 0.5
1. Name and Address of Reporting Person Snowden, Edward	son	2. Issuer Name and Ticker or Trading Symbol	4. Statement for (Month/Day/Year	6. Relationship	Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First)	(Middle)	Boston Communications Group begi	02/04/2003	Director 10% Owner X Officer (give title below)	1% Owner title below)Other (specify below)
Suite 100	ويونيونها فدماه ويواطفها ويوردانه والإخراء والإخراء المتالة فرندتها فيتسدد استعادتها	3. I.R.S. Identification	5. If Amendment,	Description	President & CEO
(Street) Woburn, MA 01801	adianocatume e describition completes one in And Are interested	Person, if an entity (voluntary)	Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable	Individual or Joint/Group Filing (Check Applicable Line)
(City) (State)	(Zip)			· •	
,				X Form filed b	 Form filed by One Reporting Person Form filed by More than One Reporting Person

	Table I - N	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	rities Acquir	ed, Dispose	d of, or Ben	eficially Owned		
1. Title of Security (Instr. 3)	2.Transaction 2A. Deemed Date Execution (Month/Day/Year) Date, if any (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. A. O	15)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Owner- ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V Amount A/D Price	Amount /	VD Price	(Instr. 3 and 4)	(Instr. 4)	

	11. Nature of Indirect Beneficial Ownership (Instr.4)	
	10. Ownerstip skip Form of Deriv- ative Securities Direct (D) ordinery	(Instr.4)
	9. Number of 10. Derivative Securities ship Beneficially Form of Owned Deriv-Following ative Reported Securities Transaction Direct (D) (s)	(Instr.4)
	8. Price of Derivative Security (Instr.5)	
icially Owned itles)	Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Table II - Derivative Securitles Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Titte
	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	ED
ıritles Acquir s, warrants, o	6. Date Exercisable() and Expiration Date(El (Month/Day/Year)	DE
Table II - Derivative Sec (e.g., puts, call	5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	Q
	5. Number of Derivative Securities Acquired (A) or Dispose (D) (Instr. 3, 4 5)	Æ
	nsaction de Instr.8)	Code V
	th/	රී
	3A. Deemed Executic Date, if any (Month/ Day/ Year)	
	3. 3A. 4. Transaction Deemed Transaction Date Execution Code Date, if (Instr.8) Day, Year) (Month/ Day/ Year)	
-	1. Title of 2. Conver- 3 Derivative sion or T Security Exercise C (Instr. Deri- (I) 3) vative C Security Y	
	1. Title of Derivative Security (Instr. 3)	

Page 7 of 2

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Stock \$11.68	02/04/2003		4	20,000		3	2/4/2013	Stock	20,000	\$11.68	240,200	<u>-</u>	*	
Explanation of Responses:	ees:	=			1 0 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		(+c)	0 +0000 40	of tooler.	hoteroloog	y ai paitagn	olody	tred di	000
(1) Exercisable in three equal installments commending on performance goals being met.	three equal pals being m	installmer iet.	JUJOO SIL	nencing (on the an	niversary	oi ille dale	ol glaff. S	מוח)פכר ונו פ	on the anniversary of the date of glain. Subject to accelerated vesting in whole of in part based				2
* In addition, 174,600 are held indirectly (58,200 by the children of the reporting person.	300 are held orting perso	indirectly n.	(58,200	by the B	sradford	rrevocable	Trust, 58,	200 by the	Sophia Tr	Bradford Irrevocable Trust, 58,200 by the Sophia Trust, 58,200 by the Mallory Trust, t/o/b the	by the Mal	llory Iru	ıst, 1/0/b t	e
By: 5	J.	2 July						Date:	Februz	at a	5, 8003	$\tilde{\omega}$		
". Signature of Reporting Person	Person	1								٥			SEC 1	SEC 1474 (9-02)
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.	eparate line for	each class o	f securities	beneficially	owned dire	ctly or indirec	tly.							
* If the form is filed by more than one reporting person, see Instruction 4(b)(v). ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15	ore than one reparts or or or or or or or or or or or or or	orting perso s of facts cor	n, see Instr 1stitute Fec	uction 4(b)(leral Crimin	v). al Violations	See 18 U.S.(2. 1001 and 15	10						
U.S.C. 78ff(a). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for	f this Form, one	of which mu	st be mant	ally signed.	If space is	nsufficient, se	se Instruction 6) for						
procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.	re to respond to	the collectio	n of informatly valid O	ation contair MB Number	ned in this fo	orm are not								

rom: EDGAR.POSTMASTER@sec.gov
Sent: Wednesday, February 05, 2003 6:59 AM
secnotices@sendd.com; lapony@bcgi.net

Subject: ACCEPTED FORM TYPE 4 (0001181431-03-001615)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 05-Feb-2003 11:59 ACCEPTED DATE: 05-Feb-2003 11:59

FILING DATE: 05-Feb-2003 11:59

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-001615

FILE NUMBER(S):

1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4
FILE NUMBER(S):
1. 000-28432

FILED BY:

2. CIK: 0001200471

FILER: SNOWDEN EDWARD H

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FORM 4		UNITED S	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	EXCHANGE COMMIS	SION	OMB APPROVAL
[] Check this box if no longer subject to Section 16. Form 4 or Form	10.	ST/	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	NEFICIAL OWNERSHIP		OMB Number: 3235-0287
5 obligations may continue. See Instruction 1(b).		Filed pursuant to Section Holding Company	suant to Section 16(a) of the Securities Exchange A Holding Company Act of 1935 or Section 30(h) of th	16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility / Act of 1935 or Section 30(h) of the Investment Company Act of 1940	lic Utility	Expires: January 31, 2005 Estimated average burden hours per response 0.5
Name and Address of Reporting Person Snowden, Edward	rling Person*		2. Issuer Name and Ticker or Trading Symbol	4. Statement for (Month/Day/Year	6. Relationship	6. Relationship of Reporting Person(s) to tssuer (Check all applicable)
ast) n Road	(First)	(Middle)	Boston Communications Group begi	02/03/2003	Director 10% Owner SOfficer (give title below)	0% Owner title below) _ Other (specify below)
Suite 100			3. I.R.S. Identification	5. If Amendment,	Description	President & CEO
(St Woburn, MA 01801	(Street)	gan) (P. William) A di sunn'i William (A. William), namadan përsidë shekë	Person, if an entity (voluntary)	Date of Original (Month/Day/Year)	7. Individual or Joint/Group	Individual or Join/Group
(City) (S	(State)	(Zip)			2	
					X Form filed t Form filed b	X Form filed by One Reporting Person Form filed by More than One Reporting Person

1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2.A. Deemed Execution Code (Instr. 3, 4, and 5) 4. Securities Acquired (A) or Disposed Of (D) (D) (Instr. 3, 4, and 5) Common Stock 02/03/2003 (Month/Day/Year) (Instr. 8) Instr. 3, 4, and 5) And 5) Common Stock 02/03/2003 S* Amount A/D Common Stock 02/03/2003 S* 900 D Common Stock 02/03/2003 S* 900 D		Table	- I - Non	-Deriv:	ative Securities Acquired	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	ally Owned			
Code V Amount 02/03/2003 S* 2,200 02/03/2003 S* 900 S* 500	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		3. Transac Code (Instr		4. Securities Acquired (A) (Instr. 3, 4, and 5)	or Disposed Of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction (s)		6. Owner- 7. Nature of ship Form: Beneficial Direct Ownership or (Instr. 4)
02/03/2003 S* 2,200 02/03/2003 S* 900 02/03/2003 S* 900			Code	>	Amount	A/D	Price	(Instr. 3 and 4)	(Instr. 4)	
02/03/2003 S* 02/03/2003 S*	-		*S		2,200	ď	\$11.9628	8,339	d	
02/03/2003			ئ [*]	r	900	ď	\$11.9628	8,339	a	I (a)
	-		ζ,	L	900	D	\$11.9628	8,339	D	l (b)
Common Stock 02/03/2003 S* 900			*\$	 1	006	a	\$11.9628	8,339	O	l (c)

	11. Nature of Indirect
	-Jet
	9. Number of 10. Derivative Owner-
	8. Price of
of, or Beneficially Owned rtible securities)	7. Title and Amount of Underlying Securities
Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	6. Date Exercisable(DE) 7. Title and Amount of and Amount of Underlying Securities
Table II - Derivative Secu (e.g., puts, calls	5. Number of Derivative
Table	4. Transaction
	3. Transaction Deemed
	•
	1. Title of 2. Conver- Derivative sion or
	1, Title of Derivative

Page 7 of 2

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Beneficial Ownership (Instr.4)			(a)	(q)	(၁)	
	indirect (t) (Instr.4)	Q	-	-	-	
Securities Beneficially Owned Following Reported Transaction (s)	(Instr.4)	220,200**	58,200	58,200	58,200	
Derivative Security (Instr.5)		\$7.062	\$7.062	\$7.062	\$7.062	
ıd 4)	Amount or Number of Shares	2,200	006	006	006	
(Instr. 3 and 4)	Titte	Common Stock	Common Stock	Common Stock	Common Stock	
Date(ED) y/Year)	Œ	2/10/08	80/01/7	2/10/08	2/10/08	
Expiration Date(ED) (Month/Day/Year)	DE	(1)	(1)	(μ)	(1)	
Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	a	2,200	006	006	006	
Securitie Acquired (A or Dispos (D) (Instr. 3,	∢					
tr.8)	۸					
Code (Ins	Code	×	×	×	×	
Execution Code Date, if (Ins any (Month/ Day/ Year)						
Date (Month/ Day/ Year)		02/03/2003	02/03/2003	02/03/2003	02/03/2003	es:
Exercise Date Price of Derice of Worlt Vative Day/ Security Year)		\$7.0620	\$7.0620	\$7.0620	\$7.0620	Explanation of Responses:
Security (Instr. 3)		Stock Option	Stock Option	Stock Option	Stock Option	Explanation

* Pursant to a 10b5-1 plan.

** In addition, 174,600 are held indirectly by (a)58,200 by the Bradford Irrevocable Trust, (b)58,200 by The Sophia Trust, (c)58,200 by The Mallory Trust, f/o/b the children of the reporting person.

** Signature of Reporting Person

Date: 2 - 4 02

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

^{*} If the form is filed by more than one reporting person, see instruction 4(b)(v).
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for

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rom: EDGAR.POSTMASTER@sec.gov
Sent: Tuesday, February 04, 2003 7:28 AM
To: secnotices@sendd.com; lapony@bcgi.net

Subject: ACCEPTED FORM TYPE 4 (0001181431-03-001510)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 04-Feb-2003 12:27 ACCEPTED DATE: 04-Feb-2003 12:28

FILING DATE: 04-Feb-2003 12:27

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-001510

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4
FILE NUMBER(S):
1. 000-28432

FILED BY:

2. CIK: 0001200471

FILER: SNOWDEN EDWARD H

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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0247

Expires: January 31, 2068

Estimated average burden 0
hours per response 0

(Print or Type Responses)						5-¢
1. Name and Address of Reporting Person*		 Issuer Name and Ticker or Trading Symbol BCGI 	er or Trading Symbol	 Relationship of Reporting Person(s) to Issuer (Check all applicable) 	Person(s) to Issuer	- v-111
Snowden Edward	Ή	Boston Communications Group, Inc.	is Group, Inc.	X Director	10% Owner	65-
(First)	(Middle)	3. I.R.S. Identification	4. Statement for	X Officer (give	Other (specify	WG`
C/O Boston Communications Group Inc.	-	Number of Reporting Person, if an entity	Month/Day/Year	title below)	below)	Υ
		(voluntary)	1/15/03	President & Ch	President & Chief Executive Officer	Do
(Street)			5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check applicable line)	Filing	cument
				X. Form filed by One Reporting Person	teporting Person	_ 24
Woburn	01801			Form filed by More	Form filed by More than One Reporting Person	-9
(City) (State)	(Zip)					-
Table I	I – Non-Deriv	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	red, Disposed of, or Be	neficially Owned		File
1. Title of Security	2. Trans-	2A.Deemed 3. Transac- 4. Execut- tion Code	c- 4. Securities Acquired de (A) or Disposed of	d 5. Amount of Securities 6. Ownership E Beneficially Owned Form: Directive Contractions of the contraction	it 7.	d 12/
	Date (Month/	ion Date, (Instr. 8)	(D) (D) (Instr. 3, 4 and 5)	Following Reported Transaction(s)	(D) or Bene Indirect Own	Beneficial 0 Ownershif
	Day/ Year)		(A)	(Instr. 3 and 4)		(Instr. 4) 005

1 Title of Security	2. Trans-	2A.Deemed	2A.Deemed 3. Transac- 4. Securities Acquired	4. Securiti	ies Acquired	5. Amount of Securities 6. Ownership	Ownership	7. Natu
(Instr. 3)	action	Execut-	tion Code	(A) or I	Disposed of	Beneficially Owned	Form: Direct	Indi
(C.nenr)	Date	ion Date.	(Instr. 8)			Following Reported	(D) or	Ben
	(Month/	ifany	,	(Instr. 3	(Instr. 3, 4 and 5)	Transaction(s)	Indirect	Owr
-	Day/	(Month/			(A)	(Instr. 3 and 4)	£	(Inst
	Year)	Day/ Year)	Code V	Amount	or Price (D)		(Instr. 4)	
Common Stock	1/15/03	•	*S	2,200	D 12.5016	8,339	D	
Common Stock	1/15/03	ι		006	D 12.5016	8,339	D	I
Common Stock	1/15/03		S*	006	D 12.5016	8,339	D	Ţ
Common Stock	1/15/03		*	006	D 12.5016	8,339	D	I
* Pursuant to 10B5-1 plans.								

(a) Bradford Irrevocable Trust, (b) Sophia Trust, (c) Mallory Trust, \$fo/b\$ the children of the reporting person. Reminder Report on a separate line for each class of securities beneficially owned directly or indirectly

Reminder Report on a separate interior each class of securities concinuity of the company of the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over) SEC 1474 (3-9-5)

Page 40 of 79

I (b) I (c)

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FORM 4 (continued)

of see Shipper	WGY D	ocum	ent 2	4-9	File	ed 1	12/0)2/2	005
ship Form of Deri vative Secur- ities Benefi-	Owned at End of Month (Instr. 4)	Q	I (a)	I (b)	I (c)				
9. Number of Derivative Securities Beneficially Owned Following Reported	Transaction(s) (Instr. 4)	222,400*	59,100	59,100	59,100				
8. Price of Deri-vative Security (Instr. 5)		7.062	7.062	7.062	7.062				
l Amount rlying es and 4)	Amount or Number of Shares	2,200	006	006	006				
7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Title	Common Stock	Common Stock	Common Stock	Common Stock				
Date Exercisable and Expiration Date (Month/Day/Year)	Expiration Date	2/10/08	2/10/08	2/10/08	2/10/08				
6. Date Exercisable and Expiration Da (Month/Day/Year)	Date Exercisable	(1)	(1)	(1)	(1)				
5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Đ	2,200	006	006	006				1000
5.Nur Der Sec Acc or I of (€	0	0	0	0				1
. 8 (8:	>	ι	_	+	1				
4. Transaction Code (Instr. 8)	Code	×	×	×	×				
3A.Deemed 4. Tran- Execu- saction tion Code Date, (Instr. if any (Month/ Day/ Year)	<u> </u>		1	ı	ŧ				
3. Transaction Date (Month/ Day/ Year)		1/15/03	1/15/03	1/15/03	1/15/03				
2. Conversion or Exercise Price of Derivative Security		7.062	7.062	7.062	7.062				
1. Title of Derivative Security (Instr. 3)		Stock Option (right to buv)	Stock Option (right to buy)	Stock Option (right to buy)	Stock Option (right to buy)				the date of the da

⁽¹⁾ Exercisable in five equal installments commencing on the anniversary of the date of grant.

* In addition, 177,300 are held indirectly ((a) 59,100 by the Bradford Irrevocable Trust, (b) 59,100 by the Sophia Trust, (c)59,100 by the Mallory Trust, flo/b the children of the reporting person.)

**Signature of Reporting Person

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 13.C. 1001 and 15 U.S.C. 78ff(a).

**Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.



January 16, 2003

Securities and Exchange Commission Filing Room 450 Fifth Street, N.W. Judiciary Plaza Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for E.Y. Snowden, a director and officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

acker MAprily

Leslie N Apony

Enclosure

cc: E.Y. Snowden

FORM 4

O Check this box if no long Subject to Section 16. For or Form 5 obligations may continue. See Instruction Afrint or Type Responses) Check this box if no longer subject to Section 16. Form 4 continue. See Instruction 1(b). or Form 5 obligations may

Pag

UNITED STATES SECURITIES AN. EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Issuer Name and Ticker or Trading Symbol

ġ,

Relationship of Reporting Person(s) to Issuer

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nours per response 0.5	Estimated average burden	Expires:January 31, 2005	DMB Number:3235-0287
------------------------	--------------------------	--------------------------	----------------------

Name and Address of Reporting Person*		 Issuer Name and Ticker or Trading BCGI 	and Ticker	or Trading Sy	Symbol	? ? ?	Relationship of Reporting Person(s) to issuer (Check all applicable)	Person(s) to Issue	m
Showden Edward	Н.	Boston Communications Group, Inc.	unications	Group, Inc.		×	Director	10%	10% Owner
Qast) (First)	(Middle)	3. I.R.S. Identification		4. Statement for	¥ 	×	Officer (give	Othe	Other (specify
(B)/O Boston Communications Group Inc.		Number of Reporting Person, if an entity	eporting entity	Month/Day/Year	Year		title below)		below)
d 1200 Sylvan Noac, Sunc 100		(voluntary)	J	12/16/02			President & Ch	President & Chief Executive Officer	ficer
E (reet)			· ·	5. If Amendment, Date of Original	ent, ginal	7. Inc (C	Individual or Joint/Group Filing (Check applicable line)	Filing	
9				(Month/Day/Year)	/Year)	ď			
24-	01801					>		Reporting Ferson	t
n Woburn MA	10810						Form filed by More	Form filed by More than One Reporting Person	Person
(State)	(Zip)								
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	ative Securities	s Acquire	d, Disposed o	of, or Be	eneficia	Ily Owned		
P. Title of Security (Instr. 3)	2. Transaction		3. Transaction Code	4. Securi	ties Acquired Disposed of		5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct	7. Nature of Indirect
VGY	(Month/		(thstr. 8)	(Instr. 3,	(Instr. 3, 4 and 5)		Transaction(s)	Indirect	Ownership
1165-V	Day/ Year)	(Month/ Day/ Year)	Code V	Amount	or Pr	Price	(Instr. 5 and 4)	(I) (Instr. 4)	(1150.4)
Common Stock	12/16/02		S	1,419	D	13.70	11,539	D	
Common Stock	12/16/02		S	1,400	D 13.	13.7043	10,139	D	
Common Stock	12/16/02		S	1,000	D 13	13.651	9,139	D	
Common Stock	12/16/02		S	800	D 13.	13.6687	8,339	D	
Gas									
					-				

Renunder Report on a separate line for each class of securities beneficially owned directly or indirectly.

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

SEC 1474 (350)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

				1	 	т—													
Docu	me	nt :	24-	9	File	e d	12	2/0)2/	/20	00	5		Pa	ge	4 (Instr. 3)	4 Security	of Derivative	79 Title of
													Security	vative	Deri-	Price of	Exercise	sion or	2. Conver- 3. Tran-
														Year)	Day/	(Month/	Date	saction	3. Tran-
												Year)				Date,			3A.Deemed 4. Tran-
								Code								(In	င္ပ	sac	4. Tr
					-			<								(Instr. 8)	de	tion	an-
	\vdash							<u> </u>								~~			5.7
) (D)					, 4, and 5)	f (D) (Instr.	r Disposed	Acquired (A)	ecurities)erivative	5. Number of
							D2010130010	Evencicable	7	-						(Month/Day/		-	6.
								Cxpiration								ı/Day/	tion Date	nd	xerci-
								Title								(Instr.	Securities	of Und	7. Title a
								of Shares	or Number	Amount						(Instr. 3 and 4)	ties	of Underlying	 Title and Amount
												5)	(Instr.	rity	Secu-	vative	Deri-	of	8. Price
								(Instr. 4)	tion(s)	Transac-	Reported	Following	Owned	ficially	Bene-	Securities	vative	of Deri-	9. Number
						(Instr. 4)	Month	of	at End	Owned			ities	Secur-	vative	of Deri-	Form	ship	10.Owner-
						 					4)	(Instr.	ship	Owner-	cial	Benefi-l	Indirect	of.	10.0wner- 11. Nature

Eporting person. G Will addition, 180,000 are held indirectly (60,000 by the Bradford Irrevocable Trust, 60,000 by the Sophia Trust, 60,000 by the Mallory Trust, f/o/b the children of the Bring person.

Directional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Origine File three copies of this Form, one of which must be manually signed.

Office If space is insufficient, see Instruction 6 for procedure.

If space is insufficient, see Instruction 6 for procedure,

**Signature of Reporting Person

SEC 1474 (3 99) Page 2



December 17, 2002

Securities and Exchange Commission Filing Room 450 Fifth Street, N.W. Judiciary Plaza Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for E.Y. Snowden, a director and officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

Enclosure

E.Y. Snowden cc:

FORM 4

UNITED STATES SECURITIES AND _XCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

(Print or Type Responses)

continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may

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11	165	pecify 8-9	GY	<u>ت</u>	ocumer	nt 2	4-9 uos		Fil
 Relationship of Reporting Person(s) to Issuer (Check all applicable) 	X Director 10% Owner	X Officer (give Other (specify	title below) below)	President & Chief Executive Officer	7. Individual or Joint/Group Filing (Check applicable line)	X Form filed by One Reporting Person	Form filed by More than One Reporting Person		eneficially Owned
er or Trading Symbol	s Group, Inc.	4. Statement for	Month/Day/Year	12/16/02	5. If Amendment, Date of Original (Month/Day/Year)				Securities Acquired, Disposed of, or Beneficially Owned
2. Issuer Name and Ticker or Trading Symbol BCGI	Boston Communications Group, Inc.	3. I.R.S. Identification 4. Statement for	Number of Reporting Person if an entity	(voluntary)					vative Securities Acquir
	Н.	(Middle)					01801	(Zip)	Table I – Non-Derivative
 Name and Address of Reporting Person* 	Edward	(First)	C/O Boston Communications Group Inc.	1, 5411¢ 100			MA	(State)	Ta
1. Name and Ado	Snowden	(Last)	C/O Boston Con	100 Sylvall Noau, Julie 100	(Street)		Woburn	(City)	

Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	Securities 6. Ownership 7.	Execut- tion Code (A) or Disposed of Beneficially Owned	if any (Instr. 8) (D) (D) (Instr. 3, 4 and 5)	(Month) (Instr. 3 and 4) (I) (Instr. 4)	Year) Day/ Code V Amount Or Price (Instr. 4) 00 Code V Amount (D) 20 Cod	12/16/02 S 3,000 D 13.5973 24,958 D D	12/16/02 S 3,000 D 13.54 21,958 D	12/16/02 S 1,871 D 13.4996 20,087 D	12/16/02 S 1,129 D 13.65 D O	12/16/02 S 2,700 D 13.6578 D D	12/16/02 S 2,000 D 13.6675 14,258 D	12/16/02 S 1,300 D 13.70 12,958 D	
eneficially Ov	ed 5.Amo				rice	.5973	3.54	.4996	3.65	.6578	5199.	3.70	
f, or B	Acquii	posed	and 5	A)		D 13						۱ ۱	
Disposed of	4. Securities	(A) or Dis	(D) (Instr. 3, ²)				$\overline{}$					
uired,	sac-	oge Code	(>	-							
S Acq	3. Tran	tion	nsur)		Code	S	S	S	S	S	S	S	
ive Securitie	2A.Deemed	Execut-	ion Date, if any	(Month/	Day/ Year)		-						
Non-Derivat	2. Trans-	action	Date (Month/	Day/	Year)	12/16/02	12/16/02	12/16/02	12/16/02	12/16/02	12/16/02	12/16/02	
Table I]	Title of Security	(lustr. 3)				Johnson Stock	Ommon Stock	Ommon Stock	Common Stock	Common Stock	Common Stock	Common Stock	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly * If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(()\ci) SEC 1474 (3 99)

FORM 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) ship of Securations of Derivative Cial Securations Securations Ship Lies Beneficially A) Owned at End of Securities Following Reported Fransac-9. Number of Derificially tion(s) vatíve Owned Benevative rity (Instr. 5) Deri-Secuor Number Amount 7. Title and Amount (Instr. 3 and 4) of Underlying Securities Expiration Date (Month/Day/ Date Exercisable and Year) 9 Acquired (A) of (D) (Instr. or Disposed 3, 4, and 5) 5. Number of Derivative Securities Instr. 8) saction 3A.Deemed 4. Tran-Code (Month/ Execu-Year) if any Day/ Date, tion (Month/ saction Year) 3.Tran-Date . Day/ 2. Conver-Exercise Security Price of sion or vative Deri-Derivative (Instr. 3) Security 1. Title of

* In addition, 180,000 are held indirectly (60,000 by the Bradford Irrevocable Trust, 60,000 by the Sophia Trust, 60,000 by the Mallory Trust, f/o/b the children of the reporting person. porting person.

iled 12/02/2005

Document

(Instr. 4) Month

Instr. 4)

of Shares

Title

Expiration

Date

Exercisable Date

9

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Code

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.

If space is insufficient, see Instruction 6 for procedure.

Signature of Reporting Person

Date Date Page 22 of 1-7-62 Page 32 Page 32 SEC 1474 (3-99)



December 17, 2002

Securities and Exchange Commission Filing Room 450 Fifth Street, N.W. Judiciary Plaza Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for E.Y. Snowden, a director and officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

Leslie N Apony

Enclosure

cc: E.Y. Snowden

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2008
Estimated average burden 0.5
hours per response: 0.5

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	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	X Director 10% Owner	Oth	title below) below)	President & Chief Executive Officer	7. Individual or Joint/Group Filing (Check applicable line)		X Form filed by One Reporting Person	Form filed by More than One Reporting Person		Beneficially Owned
	2. Issuer Name and Ticker or Trading Symbol BCGI	Boston Communications Group, Inc.	4.	Number of Reporting Month/Day/Year	Person, it an entity 12/02/02 (voluntary)	5. If Amendment,	(Month/Day/Year)				Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
		H.	(Middle)						01801	(diZ)	able I - Non-Der
(esponses)	1. Name and Address of Reporting Person*	Edward	(First)	C/O Boston Communications Group Inc.	100 Sylvan Road, Suite 100				MA	(State)	
(Print or Type Responses)	1. Name and	Snowden	(Last)	C/O Boston (100 Sylvan F	(Street)			Woburn	(City)	

Table I – I	Table I – Non-Derivative Securities Acquired, Disposed 01, or Beneficially Owner	ive Securiti	es Acquire	d, Disposed	01, or be	nelicia	IIy Owneu		e
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/	2A.Deemed Execution Date, if any	3. Transac- tion Cod (Instr. 8)	2A.Deemed 3. Transac- 4. Securities Acquired Execut- tion Code (A) or Disposed of ion Date (Instr. 8) (D) (Instr. 3, 4 and 5)	Securities Acquire (A) or Disposed o (D) Instr. 3, 4 and 5)	p.J.	5. Amount of Securities 6. Ownership Beneficially Owned Form: Direc Following Reported (D) or Transaction(s)	,,	7. Nature of D Indirect C Beneficial O/O Ownership
	Day/ Year)	(Month/ Day/ Year)	Code V	Amount	<u>ર</u> ષ્ટ્ર <u>(</u>	Price	(Instr. 3 and 4)	(I) (Instr. 4)	(Instr. 4)
Common Stock	12/02/02		- *S	3,300	Ω	13.7564	27,958	D	Pag
						i	2000	18 1	je
							777		49
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and the state of t							1.11.		
				:			, , ,	(3)	
* Pursuant to a 1085-1 plan.							· · ·	,62°.	
								, ,	

Remindel. Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued)

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Benggaran Ship Constant (4) Sh Filed 12/02/2005 24-9 Document 10.Owner-Instr. 4) of Deri-Owned Benefi-Month at End Securvative cially ship Form ities of \Box Securities Following Reported Transac-Instr. 4) 9. Number Owned 224,600* of Derition(s) ficially vative Bene-Derivative Security (Instr. 5) 6.4375 8. Price or Number of Shares Amount Title and Amount 3,300 (Instr. 3 and 4) of Underlying Securities Common Stock Title Expiration Date 4/18/10 **Expiration Date** (Month/Day/ Date Exercisable and Exercisable Year) 2/28/01 Date 9 of (D) (Instr. 3, 4, and 5) Acquired (A) or Disposed 3,300 5. Number of 9 Derivative Securities 3 0 > (Instr. 8) saction Code 4. Tran-Code \times 3A.Deemed (Month/ Ехесп-Day/ Year) if any Date, tion (Month/ saction 12/2/02 Date Year) Day/ 2. Conver- 3. Tran-Exercise Security Price of sion or vative 6.4375 Deri-Stock Option (right to buy) Derivative (Instr. 3) Security Title of

* In addition, 180,000 are held indirectly (60,000 by the Bradford Irrevocable Trust, 60,000 by the Sophia Trust, 60,000 by the Mallory Trust, f/o/b the children of the porting person.

reporting person.

**Intentional misstatements or omission of the control of the

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations, See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

*Signature of Reporting Person

Date

Page 50 of 79 - C) - C | Sec 1474 (3-8)

exollection of information contained in this form are not required to respond taless the form displays a currently valid OMB control number.



December 16, 2002

Securities and Exchange Commission Filing Room 450 Fifth Street, N.W. Judiciary Plaza Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed is a Form 4 for E.Y. Snowden dated 12/2/02, that was sent to us from Middleby Cooking Systems Group. This document was mistakenly attached to some document sent to them.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

Line Myng

Leslie N Apony

Enclosure

E.Y. Snowden cc:

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may

continue. See Instruction 1(b).

OMB APPROVAL

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)		:								05-
 Name and Address of Reporting Person* 	f Reporting Person*		2. Issuer Name and Ticker or Trading Symbol BCGI	and Tick	er or Trading	Symbol	6. (C.R.	Relationship of Reporting Person(s) to Issuer (Check all applicable)	; Person(s) to Issue	cv-111
Snowden	Edward	Н.	Boston Comm	unication	Communications Group, inc.		×	Director	10%	10% Owner 99
(First) (C/O Boston Communications Group Inc.) 100 Sylvan Road, Suite 100	(First) cations Group Inc. e 100	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity	fication eporting	4. Statement for Month/Day/Year	t for ay/Year	<u> </u>	Officer (give title below)	Othe	Other (specify A Below) A
			(voluntary)	•	11/11/02	_,		President & Ch	President & Chief Executive Officer	
(Street)					5. If Amendment, Date of Original (Month/Day/Year)	lment,)riginal)ay/Year)	7. In	Individual or Joint/Group Filing (Check applicable line)	Filing	bcumen [:]
Weburn	δ.N.	01801					6.4	X Form filed by One Reporting Person	Reporting Person	
(City)	(State)	(Zip)						Form filed by More	Form filed by More than One Reporting Person	
	Table	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	ative Securitie	s Acquin	red, Dispose	d of, or I	enefici	ally Owned		Fil
1. Title of Security (Instr. 3)		2. Trans- action Date (Month/	2A.Deemed 3. Transac- Execut- ion Date, (Instr. 8)	3. Transac- tion Code (Instr. 8)	4. Securi de (A) or (D) (Instr.	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	of (5. Amount of Securities 6. Ownership Beneficially Owned Form: Direction(s) Indirect	6. Ownership Form: Direct (D) or Indirect	7. Nature op Indirect 17 Beneficial
		Day/ Year)	(Month/ Day/ Year)	Code V	Ar	(A) or (D)	Price	(Instr. 3 and 4)	(I) (Instr. 4)	(Instr. 4)
Common Stock		11/11/02	1	*x	30,800	Ω 1	13.4022	27,958	Q	Page ,
	:									52
				_						2 0
										7
										9

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* Pursuant to a 10B5-1 plan.

^{*} If the form is filed by more than one reporting person, see instruction 4(b)(v).

FORM 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

C	11. Na Series 1. N	VGY Dod	ume	nt	24	9		Fil	ed	12	/02/2005
	ship Form of Deri- vative Secur- ities Benefi- cially	Owned at End of Month (Instr. 4)	D								
	9. Number of Derivative Securities Beneficially Owned Following Reported	Transac- tion(s) (Instr. 4)	227,900*								
	8. Price of Derivative Security (Instr. 5)		7.062								
	d Amount rlying ies and 4)	Amount or Number of Shares	30,800								
	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Title	Common Stock								
	Date Exercisable and Expiration Date (Month/Day/	Expiration Date	2/10/08								ai.
•	.6	Date Exercisable	(1)								ate of grate
	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(D)	30,800		ļ		 				ry of the d
`	5.Nu De Sec Ac or of	€	0								iversa
	-1 on on (8 :: 8)	>	ı								e ann
	4. Transaction Code (Instr. 8)	Code	×								g on th
	3A.Deemed 4. Tran- Execu- tion Code Date, (Instr. if any (Month/ Day/ Year)										commencin
	3. Transaction Date (Month/ Day/ Year)		11/11/02								installments
	2. Conversion or Exercise Price of Derivative Security		7.062								ı five equal i
	1. Title of Derivative Security (Instr. 3)	,	Stock Option (right to buy)								(1) Exercisable in five equal installments commencing on the anniversary of the date of grate.

* In addition, 180,000 are held indirectly (60,000 by the Bradford Irrevocable Trust, 60,000 by the Sophia Trust, 60,000 by the Mallory Trust, flo/b the children of the porting person.

reporting person.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Signature of Reporting Person

Page 53 of 79

Date

SEC 1474 (3-99)

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November 12, 2002

Securities and Exchange Commission Filing Room 450 Fifth Street, N.W. Judiciary Plaza Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for E.Y. Snowden, a director and officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

Leslie N Apony

Enclosure

E.Y. Snowden cc:

Boston Communications Group, Inc.

FORM 4

UNITED STATES SECURITIES A EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB AP, LOVAL

....3235-0287 OMB Number:

1:0

(Print or Type Responses)

subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Check this box if no longer

BCGI Boston Communications Group, Inc. 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 5. If Amendment, Date of Original (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Anoth/Day/Year) (An	,
4. Statement for X Officer (give title below) 11/1/02	
I.R.S. Identification 4. Statement for X Officer (give Number of Reporting Month/Day/Year I 1/1/02 (voluntary) 5. If Amendment, Check applicable line) (Month/Day/Year) X Form filed by One Reporting Perse	Ή
Month/Day/Year title below) 11/1/02 President & Chief Executive C 5. If Amendment, 7. Individual or Joint/Group Filing Date of Original (Check applicable line) (Month/Day/Year) X Form filed by One Reporting Person Form filed by More than One Reportin	(Middle)
5. If Amendment, 7. Individu Date of Original (Check a (Month/Day/Year)	
5. If Amendment, 7. Individu Date of Original (Check a (Month/Day/Year)	
Form filed by More than One Reporting Person 6	
9	01801
	(Zip)

Table I –	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	tive Securiti	es Acq	iired,	Disposed of	or I	senefici	ally Owned		F
1. Title of Security	2. Trans-	2A.Deemed	3. Tran	sac- 4	2A.Deemed 3. Transac- 4. Securities Acquired	Acqui		5. Amount of Securities 6. Ownership	6. Ownership	7. Nature of
(Instr. 3)	action	Execut-	tion Code	code	(A) or Disposed of	posed	of	Beneficially Owned	Form: Direct	Indirect 1
	Date	ion Date	(Instr. 8)	(8:	9			Following Reported	(D) or	Beneficial 7
	(Month/	ifany			(Instr. 3, 4 and 5)	and 5	(Transaction(s)	Indirect	Ownership 0
	Day/	(Month/				(A)		(Instr. 3 and 4)	Ξ	(Instr. 4) (2)
	Year)	Day/ Year)	Code	>	Amount	b <u>()</u>	Price		(Instr. 4)	005
Common Stock	11/1/02		*	,	2,200 D 12.82	Ω	12.82	27,958	D	P

Reminder Report on a separate line for each class of securities beneficially owned directly or indirectly If the form is filed by more than one reporting person, see Instruction 4(b)(v).

* Pursuant to a 10B5-1 plan.

SEC 1474 (3-99)

Page 55

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27,958

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1,100

%

11/1/02

Common Stock

of

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

FORM 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

10.Owner- 11. Natuce ship of on the form of Derice securities ship Lities ship Later Cially 4) 69	5-WGY D	ocum	ient 2	24- 9	File	d 1	2/02/	2005
10.Ownership Ship Form of Derivative Securities Beneficially	Owned at End of Month (Instr. 4)	D	D					
9. Number of Derivative Securities Beneficially Owned Following Reported		259,800*	258,700*					
8. Price of Derivative Security (Instr. 5)		0	0					
d Amount rrlying ies and 4)	Amount or Number of Shares	2,200	1,100					
7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Title	Common Stock	Common Stock					
Date Exercisable and Expiration Date (Month/Day/Year)	Expiration Date	4/18/10	4/18/10					
6	Date Exercisable	2/28/01	2/28/01					
5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(D)	2,200	1,100					
5.Numb Deriv Secur Acqui or Dis of (D)	(A)	0	0					
. Tran- saction Code (Instr. 8)	>	-	-		-			
4. Tra sact Cod (Insi	Code	×	×					
3A.Deemed 4. Tran- Execu-saction tion Code Date, (Instr. if any (Month/ Day/		•	ı					
3. Tran- saction Date (Month/ Day/ Year)		11/1/02	11/1/02					
2. Conver- 3. Transion or saction Exercise Date Price of (Mont Derivative Year)		00.9	6.00					
1. Title of Derivative Security (Instr. 3)		Stock Option (right to buy)	Stock Option (right to buy)					

Page 56 of 79 * In addition, 180,000 are held indirectly (60,000 by the Bradford Irrevocable Trust, 60,000 by the Sophia Trust, 60,000 by the Mallory Trust, f/o/b the children of the Edward H. Subudlan reporting person. porting person.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

was Pruse of Attorney dated 8/31/02 By: Old Me Porting Person

SEC 1474 (3-99)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.



November 4, 2002

Securities and Exchange Commission Filing Room 450 Fifth Street, N.W. Judiciary Plaza Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for E.Y. Snowden, a director and officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

Twee Wours

Leslie N Apony

Enclosure

cc: E.Y. Snowden

FOF. 14

or Form S obligations may continue. See Instruction 1(b). subject to Section 16. Form 4 Check this box if no longer

(Print or Type Responses)

(Last)

EXCHANGE COMMISSION Washington, D.C. 20549 UNITED STATES SECURITIES A

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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OMB

Expires:.....January 31, 20% Estimated average burden OMB Number:.....3235-0287 hours per response..

> Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

:05-cv-11165-WGY Document 24-9 Other (specify 10% Owner Form filed by More than One Reporting Person below) President & Chief Executive Officer Relationship of Reporting Person(s) to Issuer Form filed by One Reporting Person Individual or Joint/Group Filing (Check applicable line) (Check all applicable) title below) Officer (give Director × 7 ó. (Month/Day/Year) 2. Issuer Name and Ticker or Trading Symbol Month/Day/Year Date of Original If Amendment, Statement for 08/28/02 Boston Communications Group, Inc. Ś Number of Reporting I.R.S. Identification Person, if an entity (voluntary) **BCGI** ₩. (Middle) 01801 (Zip) $\ddot{\Xi}$ Name and Address of Reporting Person* C/O Boston Communications Group Inc. Edward (State) (First) MA 100 Sylvan Road, Suite 100 Snowden Woburn (Street)

(City)

Table I	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	tive Securiti	es Acqu	ired, I	Disposed of	or B	enefici	ally Owned		
1. Title of Security	2. Trans- action	2A.Deemed 3. Transac- 4. Securities Acquired Execut- tion Code (A) or Disposed of	3. Trans tion C	ac- 4.	Securities (A) or Dis	Acqui	red of	5. Amount of Securities 6. Ownership Beneficially Owned Form: Direc	6. Ownership Form: Direct	7. Nature of all Indirect
	Date (Month/	ion Date, if any	(Instr.	8)	(D) (Instr. 3, 4 and 5)	and 5		Following Reported Transaction(s)	(D) or Indirect	Beneficial Cownership
	Day/ Year)	(Month/ Day/ Year)	Code	>	Amount	(A) P(D)	Price	(Instr. 3 and 4)	(I) (Instr. 4)	(Instr. 4) 2/2005
Common Stock	10/28/02		*2	,	1,100 D	Д	13.00	27,958	D	
Common Stock										Pa
				-						ge
										58
				<u> </u>						of
				_						79
* Pursuant to a 10B5-1 plan.										

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. * If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over) SEC 1474 (3-94)

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FORM

Table II - Derivative Securities Acquireu, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	of In. Nature of Indirect of Indirect of Indirect of Indirect of Indirect of Instruction (Instruction of Instruction of Instru	5-WGY D	ocun	nent	24	-9	Fil	ed	12	2/02/	200)5
	10.Owner- 1 ship Form of Derivative Securities Beneficially	Owned at End of Month (Instr. 4)	D									
	9. Number of Derivative Securities Beneficially Owned Following Reported	Transac- tion(s) (Instr. 4)	262,000									
	8. Price of Derivative Security (Instr. 5)		0									
	Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	1,100									<i>-</i>
,	7. Title and Amo of Underlying Securities (Instr. 3 and 4)	Title	Common Stock									· ·
	Date Exercisable and Expiration Date (Month/Day/Year)	Expiration Date	4/18/10									ĺ
, K		Date Exercisable	2/28/01									
	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(D)	1,100				-					
,	5. Number of Derivative Securities Acquired (or Dispose of (D) (Ins 3, 4, and 5)	(A)	0									
	r. Transaction Code (Instr. 8)	>	_									
1 (0)	4. Tra sact Cod (Ins)	Code	×									
	3A.Deemed 4. Tran- Execution Code Date, (Instr. if any (Month/ Day/ Year)											
	3. Transaction Date (Month/ Day/ Year)		10/28/02									
	2. Conversion or Exercise Price of Derivative Security		9.00					-				
	1. Title of Derivative Security (Instr. 3)		Stock Option (right to buy)									

Edward H. Swowlan

LO 24 (02 de 20) Date
Date
Page 2

SEC 1474 (3-99)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).



October 29, 2002

Securities and Exchange Commission Filing Room 450 Fifth Street, N.W. Judiciary Plaza Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for E.Y. Snowden, a director and officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

Thomas H. Kelly

Enclosure

cc: E.Y. Snowden

...........

FOKM 4

UNITED STATES SECURITIES A. D EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

continue. See Instruction 1(b).

(Print or Type Responses)

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may

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Expires.....January 31, 0005 Estimated average burden 00 hours per response......... 00 5 OMB Number:.....3235-0287

1:05-cv-11165-WGY 7. Nature of 1. Na Page 61 of 79 Document 24-9 Other (specify 10% Owner below) Form filed by More than One Reporting Person President & Chief Executive Officer Relationship of Reporting Person(s) to Issuer Form filed by One Reporting Person Form: Direct 5. Amount of Securities 6. Ownership (I) (Instr. 4) Indirect (D) or Д Individual or Joint/Group Filing Following Reported Beneficially Owned (Check applicable line) (Check all applicable) title below) Officer (give 27,958 (Instr. 3 and 4) Transaction(s) Director Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned × Price ø, Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) ₽<u></u> 2. Issuer Name and Ticker or Trading Symbol Month/Day/Year Ω Date of Original If Amendment, Statement for 2,200 Boston Communications Group, Inc. Amount 08/02 2A.Deemed 3. Transaction Code (Instr. 8) > Number of Reporting 3. I.R.S. Identification Person, if an entity Code ***** (voluntary) ion Date. Execut-(Month/ if any Year) Day/ BCGI (Month/ 1/3/02 action Year) Trans-Day/ Date (Middle) 01801 (Zip) Ï Name and Address of Reporting Person* C/O Boston Communications Group Inc. Edward (First) (State) MA 100 Sylvan Road, Suite 100 Title of Security Common Stock (Instr. 3) Snowden Woburn (Street) (Last) (City)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

* Pursuant to a 10B5-1 plan.

Potential persous who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (3 99)

FORM 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

					.		`								
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/ Day/ Year)	3A.Deemed 4. Tran- Execution Code Date, (Instr. if any (Month/ Day/ Year)	4. Transaction Code (Instr. 8)	. u (8	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	er of thive ties red (A) posed (Instr. ad 5)	6. Date Exercisable and Expiration D (Month/Day/Year)	Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amoo of Underlying Securities (Instr. 3 and 4)	Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	10.Owner-ship Ship Form of Deri- vative Secur- ities Benefi-	Of Sec. 11 12 12 12 12 12 12 12 12 12 12 12 12
				Code	>	(A)	(£)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transac- tion(s) (Instr. 4)	Owned at End of Month (Instr. 4)	-WGY D
Stock Option (right to buy)	6.00	1/3/02		Q			2,200	4/28/01	4/18/10	Common Stock	2,200	11.11	*009'052	D	ocum
Stock Option (right to buy)	7.58	1/25/02		A		10,000		(1)	1/25/12	Common Stock	10,000	7.58	*009*09*	D	ent 24
Stock Option (right to buy)	7.09	7/12/02		А		2,500		(2)	7/12/12	Common Stock	2,500	7.09	263,100*	D	1-9
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Explanation of Responses:	esponses:														2005
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goals being met.

(2) Exercisable in three equal installments commencing on the anniversary of the date of grant.

* In addition, 180,000 are held indirectly (60,000 by the Bradford Irrevocable Trust, 60,000 by the Sophia Trust, 60,000 by the Mallory Trust, f/o/b the children of the (1) Exercisable in three equal installments commencing on the anniversary of the date of grant. Subject to accelerated vesting in whole or in part based on performance

reporting person.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Signature of Reporting Person

メアシ

Paye ? SEC 1474 (3 79)



October 17, 2002

Securities and Exchange Commission Filing Room 450 Fifth Street, N.W. Judiciary Plaza Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for E.Y. Snowden, a director and officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

Liver MApany

Leslie N. Apony

Enclosure

E.Y. Snowden cc:

Washir 'on, D.C. 20549

3235-1 28, Expires: September 30, 1998 Estimated average burder OMB Nu.

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

form 5 obligations may confinue. subject to Section 16. Form 4 or

See Instruction 1(b)...

Check this box if no longer-

FORMA

ر د د hours per response. Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility

1:05-cv-1 7. Nature of Indirect On Sensitive of Owner-ship 7. Individual or Joint/Group Filing (Coct Anticone 1 of Committed by One Reporting Person
From filed by More than One Reporting Person
A
ed, Disposed of, or Beneficially Owned 24-9 (In str. 1) 6. Relationship of Reporting Personis) to Issuer S O:her (speci __10% Owner 1 Table I - Non-Derivalive Securities Acquired, Disposed of, or Beneficially Owned 020 (Instr. 4) (Check all applie-ble) 6. Owner-Indicot Direct (D) or Forms \bigcirc President & litte below) X Director
X Officer (give (Instr. 3 and 4) End of Month 8 Beneficially Amount of Securities Owned at T 7 Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940 11.00 Price Osston Commonications Sugar Tre (BCGI 4. Securities Acquired (A) <u>(4)</u> 2. Issuer Name and Ticker or Trading Symbol Q Date of Original 10/02 or Disposed of (D) If Amendment, (Instr. 3, 4 and 5) (Month/Year) Month/Year 2,600 Amount Number of Reporting (Instr. 8) ŧ > Person, if an entity 3. Transaction Code F09 Code Plan (voluntary) (Month/ S 2. Transaction Date 10/3/ Day/ Year) 5-1 19810 COD (Middle) Commonications Group fran Boad Suits L 100 1. Name and Address of Reporting Person* d Edylari (State) T tuans you (Print of Type Responses) Snowden 1. Title of Security חט היוואסנ Boston (Instr. 3) 43

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

• If the form is filed by more than one reporting person, see Instruction 4(b)(v).

SEC 1474 (7-96)

age 64 of 79

12/02/2005

FORM 4 (confinued) Table II

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

Titles)	
, convertible secut	
(c.g., puts, calls, warrants, options, convertible securities	
(c.g., puts, calls,	

											
iv- auive ship of ladirect Secur- lites securities securities securities surve six securities surve six securities security owner (D) or security owner of surve six security owner (D) or surve surve security owner (D) or surve surve owner (D) or surve surve owner (D) or surve surve owner (D) or surve surve owner (D) or surve or surve or surve owner or surve or		·	1								
10.0wner- ship Form of Deriv- Ative Security Direct (D) or Indirect	(Intr. 4)										
9. Number of derivold derivers securities Benchicially Owned at End	Month (Instr. 4)		252,950								
8. Price of Derivative Security ily (Instr. 5)			0								
	, mount or	!harcs	2,000								
7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Till File		COMMON				*				
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ان		exer- cisable	Pole	<u>, </u>				, ,			
. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(<u>a</u>)	2000 Phologogy		:	;					,
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Trans- action Code (Instr. 8)		Code	>	 	<u>'</u>						
3. Trans- 4. action Date (Month/ Day/ Yet.)		:	Calala	# - 							
2. Conver- 3. Trans- 4. Trans- sion or action Exercise Date Code Price of Poci- (Month/valive Day/			00	9				}.			
1. Title of Derivative Security (Instr. 3)	-		STOCK OP TON	אוייני שב דאייי							

Explanation of Responses:

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not received to respond unter the form displays a currently valid OMB Number.

** Signature of Reporting Person



October 4, 2002

Securities and Exchange Commission Filing Room 450 Fifth Street, N.W. Judiciary Plaza Washington, DC 20549

Re: Boston Communications Group. Inc. - Section 16 Reporting

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If there are any questions regarding this filing, please call me at (781) 904-5264. Thank you for your assistance with this matter.

Very truly yours,

Thomas H. Kelly, Jr.

Enclosure

F.Y. Snowden cc:

UNITED STATES SECURITIES AND EXCHANGE COMMISSION 7.C. 20549 Washingto

FC. IM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

0.5 Expires: Septemor 30, 1998 Estimate Laverage burder hours per response..... OLAB APPROVAL OMB Number:

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

Form Sobligations may continue. Filed pursuant to Section 16(a) of the Securities Exchange Act of 177, Section 19, Section 10).	a) of the Securities	: Exchange .	the Investme	ont Compar	Acto	•			С
(Print or Type Responses)	Stringt Name and Ticker or Trading Symbol Co.	nd Ticker o	r Trading Syr	nbalco	7 - 6. Rel	6. Relationship of Reporting Personis) to Issuer	ing Person(s)		ase
1. Name and Address of Reporting Person.	7		,,,,	3	(+ t)	(כווני אספונים)	(Check all applier use)	10% Oweer	1:
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ξ	Number of Reporting Person, if an entity	rting	Monunit Lan	ĺ		Tresion.	02,7 & 7		/ <u>-1</u> 1
100 Sylvan Road Switz-100	(voluntary)	نه ا٠		11,	7. Ind	Individual or Joint/Group Filing (Ozet Applicable that)	oup Filing (Osc		L16!
		·	Date of Original (Month/Year)	inal)	₹	orm filed by More than C	ne Reporting Per	- 1	5-W
(Civ) (State) (Zip)	Tal	ole I — No	n-Derivative	Securities	Acquired, Di	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	icially Owne		GY.
						A mount of	6. Owner- 7	Nature of	
1. Title of Security	2. Trans- 3. Trans-	4.	Securities Acquired (A) or Disposed of (D)	ired (A) (D)		 <u>></u>			- Doc
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	(Month/						Indirect	orit	nt
	Day/ Year)	>	Amount	(A) or (D)	Price	(Instr. 3 and 4)	(I) (Instr. 4)	(Instr. 4)	24 S
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

• If the form is filed by more than one reporting person, see Instruction 4(b)(v).

SEC 1474 (7-96)

FORM 4 (continued)

Table II - Derivative Securities Acquired, Disp. . . 4 of, or Beneficially Owned

(c.g., puts, calls, warrants, options, convertible securities)

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Document 24-9

Case 1:05-cv-11165-WGY

Explanation of Responser:

•• Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Page 68 of 79

** Signature of Reporting Person

Filed 12/02/2005

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.



October 3, 2002

Securities and Exchange Commission Filing Room 450 Fifth Street, N.W. Judiciary Plaza Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for E.Y. Snowden, a director and officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5264. Thank you for your assistance with this matter.

Very truly yours,

Thomas H. Kelly

Enclosure

cc: E.Y. Snowden

Boston Communications Group Inc

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	C20-20-21

Cucck this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Print or Type Responses)

See Instruction 1(b).

UNITED STATES SECURITI , ND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility

Exilius, Coperate burden (1) hor rs per response, 0.90

Oh is Number: 3235-6287 Exerces, September 30, 1998

OMB APPROVAL

Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

7. Nature officed undirect Beneficials Owner-ship 05-cv-1 7. Individual or Joint/Group Filing (كعمة مهياء المحال المراكلية المراكبة 12/02/2005 70 of 79 Other (specify below) (Instr. 4) 6. Relationship of Reporting Person(s) to Issuer 10% Owner Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned [hstr. -l) Indirect (Check all applicable) Owner-CEO (D) or Direct Form: title below) President & X Director
X Officer (give (Instr. 3 and 4) End of Month Beneficially Amount of 27,958 Securities Owned at 7.55 Boston Communications Group, Inc. (BCGI) 4. Securities Acquired (A) (A) (D) or 2. Issuer Name and Ticker or Trading Symbol Date of Original or Disposed of (D) 5. If Amendment, (Instr. 3, 4 and 5) (Month/Year) 4. Statement for Month/Year 12/01 Amount 250 (Instr. 8) Number of Reporting > 3. I.R.S. Identification 3. Trans-Person, if an entity action Code Code G (voluntary) 12/28/01 (Month/ 2. Transaction Date Year) Day/ 01801 (Middle) (Zip) ä Boston Communications Group 100 Sylvan Road, Suite 100 1. Name and Address of Reporting Person* Edward (Street) (First) (State) ÄΑ Common Stock 1. Title of Security Snowden Woburn (Instr. 3) (City) (Last)

Reminder: Report on a separate line for each class of securities benesicially owned directly or indirectly. • If the form is filed by more than one reporting person, see Instruction 4(b)(v).

FORM 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

Case 1:05-cv-1	116	5-WGY	[Doc	ume	ent 2	4-9	Fi	led '	12/0	2/20	05	P
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unt of curities	Amount or	Mumber of Shares											
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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

see Instruction 6 for procedure.

** Signature of Repostung Person

Page 71 of 79

s who are to respond to the collection of information contained in this form and unless the form displays a currently valid OMB Number. Potential per



January 9, 2002

Securities and Exchange Commission Filing Room 450 Fifth Street, N.W. Judiciary Plaza Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for E.Y. Snowden, a director and officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

Alan J. Bouffard

Enclosure

cc: E.Y. Snowden

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UNITED STATES SECURITIE. AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility

Form Sobligations may confinue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or

FORM 4

ON:U Number: 32.35-0207 Expires: September 30, 1998 Estimated average burden O hours per response......

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(l'ontor l'ypelkesponses)		of 1955 of Section 50(1) of the investment Company Act of 1940	ou(1) of the inve	stment Compan	y Act of 194	0:		1:0
1. Name and Address of Reporting Person*	2.	. Issuer Name and Ticker or Trading Symbol	Ficker or Trading	Symbol	6. R	6. Relationship of Reporting Person(s) to Itsuer 9	rting Person(t) to 1:suer Q
Snowden Edward	BOS	Boston Communications Group, Inc./BCGI	cations Gro	up,Inc./BC		(Check a	(Check all applicable)	-CV-
(Last) (First)	(Middle) 3. I.	I.R.S. Identification	4. Statement for	for	k T	Officer (eive	1	Other Central Co.
Boston Communications Group, Inc.	<u> </u>	Number of Reporting Person, if an entity		בפר		title below)		1165 holog pulow holog
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(City) (State)	(Zip)	Table I	- Non-Derivat	re Securities	\cquired, D	Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	fichally Own	ה ח
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	, Y	Year) Code V	Amount	(A) or (D)	Price	(Instr. 3 and 4)	(I) (Instr. 4)	(Ins r. 4)
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			ĺ			Date	1 1 1 1 1		Amount or		Senth Month	Indirect (I) (Itutr. 4)	(F1737)
			Code \	હ	ê	Exer- cisable	Lion Lion Date	Title	Number of Shares		(hatr. 4)		
Stock Option (right to buy)	\$6.4375	4/6/01	A	10,000		E	4/6/11	Common Stock	10 000	F.C. 7. 2.			
Stock Option (right to buy)	\$7.75	10/10/01	A	5.000		7	1,701,70		000 604		720,000	A	
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exercisable in three Exercisable in three equal installments commencing on the anniversary of the date of grant. commencing on the anniversary of the date of grant.

In addition, 180,000 are held indirectly (60,000 by the Bradford Irrevocable Trust 60,000.by the Mallory Trust, f/b/o the children of the reporting person. ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential perse who are to respond to the collection of information contained in this form are required to re 1 unless the form displays a currently valid OMB Number.

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UNITED STATES SECURITIE. AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMIS ALPPROV. L.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility

Form 5 obligations may continue. subject to Section 16. Form 4 or

Check this box if no longer

FORM 4

See Instruction 1(b).

(Print or Type Responses)

Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

Owner-2 ship 6-1 Nature Dodge Benefigial 165 Pulorq 6. Relationship of Reporting Person(s) to Issuety 2/02/2005 75 of 79 (Ins r. 44) Other (specify led ige 10% Owrer Table I - Non-Derivalive Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) (Check all applicable) Indirect Ownership Form: Direct (i) or Д title below) (Instr. 3 and 4) Officer (give End of Month Beneficially Securities 5. Amount of Owned at Director 28,208 ×× Price Boston Communications Group, Inc. / BCGI Securities Acquired (A) ₹<u>6</u> 2. Issuer Name and Ticker or Trading Symbol Ω Date of Original or Disposed of (D) 5. If Amendment, (Instr. 3, 4 and 5) (Month/Year) Statement for Month/Year 10/01 Amount 500 [Instr. 8] Number of Reporting > Person, if an entity 3. I.R.S. Identification action 3. Trans-Code Code Ġ (voluntary) (Month/ 9/27/01 2. Transaction Date Day/ Year) 01801 (Middle) (Zip) Boston Communications Group, Inc. 100 Sylvan Road, Suite 100 1. Name and Address of Reporting Person* (Street) (First) (State) Edward MA Common Stock 1. Title of Security Snowden Woburn (Instr. 3) (City) (Last)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. * If the form is filed by more than one reporting person, see Instruction 4(b)(v).

FORM 4 (continued)

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Stock Option			Code	(A)	Dute Expira- Exer- tion cisable Date	Amount or Number of Shares	o o r	of Month (Instr. 4)	(fusir. 4)	
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Explanation of Responses: (1) equal installments con	(1) Exercisable on commencing on the	sable or	or after	er 2/28/02 if performance		goals are met.	Otherwise	exercisable	→ ♬	three
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Exercisable in three equal installments commencing on the anniversary of the date of grant.

the Sophie In addition, 180,000 are held indirectly (60,000 by the Bradford Irrevocabl 60.000 , by the Mallory Trust, f/b/o the children of the reporting person. ** Intentional misstatenants or omissions of facts constitute Federal Criminal Violations, Ver 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see a struction 6 for procedure,

Potential persearch of the collection of information contained in the form

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P.02/04

BY OVERNIGHT DELIVERY

May 5, 1999

Securities and Exchange Commission Filing Room 450 Fifth Street, N.W. Judiciary Plaza Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for Edward H. Snowden, a Director and Officer of

If there are any questions regarding this filing, please call me at (617) 476-4603. Thank you for your assistance with this matter.

Very fruly yours,

Enclosure

oc: Edward H. Snowden

DEC 25.2 2005 - CY313,465-WGY Document 24-9 Filed 12/02/2005 Page 78 of 79

P.03/04

Reminder: Repart on a separate line for each class of securifies beneficially sussessed in

OMB APPROVAL OMB Number. 3235-0; Explos: September 30, 19 Explose: September 30, 19 Explose: September 30, 19 Explose Utility hours per response.	Alonsaip of Repo	ਘ ਤਿੱਨ[Securifies ship Indirect Councer To Nature of Securifies Ship Indirect Owned at Direct Owner Owner	(D) or Indinect (f) (Instr. 4)	
UNITED STATES SECURIT AND EXCHANGE COMMISSION Vashington, D.C. 20549 STATEMENT OF CITANGES IN BENEFICIAL OWNERSHIP Holding Company Act of 1935 or Section 13(2) of the Public Utility 1. Free M. 1925 or Section 13(2) of the Investment Company Act of 1940	Boston Communications Group, Inc. (BCGI) 1.1.1.2. Identification Number of Reporting Person, if on entity (voluntary) 4/99	5. If Amendment, Date of Original (Month/Year) Table I — Non-Derivative Securities Acquired	Schon Code (Instr. 8)	Year) Code V Ameunt (A) or Price	
WALTED STATED Attent 16. Form 4 or Attent my continue, Filed pursuant to Section Filed pursuant to Section Molding Comp. Address of Reporting Person*	Ston Communications (Siret)				

FORM 4 (continued)

(as previously reparted)

Signature of Reporting Person

P.04/04

Indicer Owner-abip (Indr. 4) Bench. 9. Number 10. Owner- 111. Nature Form of Denv. Security Direct (D) or Indirect At In addition, 180,000 are indirectly held (60,000 by the Bradford Irrevocable Trust, 60,000 by The Sophie Trust, (I) (Instr. 4<u>)</u> of deriv-₹,000,0EZ (Incr. 4) Szep. Bar Bar **ficially** OWIE 로 단기선 나 Month . Γείγ Mar. (fastr. Amount or Number of Shares 10,000 Underlying Securities (Instr. 3 and 4) Title and Amount of Tabk II - Derivative Securities Acquired, Disposed of, or Beastically Owned 2/3/07/12/3/09 | Common Stock Title (e.r., puts, calls, warrants, options, convertible securities) Expiration Date (Month/Day/ Date Exer-cisable and Expira-8 5 8 8 Exercisable on about 2/28/00 if performance goals for 1999 are met. . : Date Exor-zisable Ative Securities Ac-5. Number of Deriv. quired (A) or Dis-(Inch. 3, 4, and 5) ē posed of (D) 10,000 3 (hate. 8) 1. Title of Derivative Security [2, Conver. [3, Trans. [4, Truns. action Colfe > S S ₹ acton Dak O (Month) 2/3/99 Dry' Sccurity | Year) Exercise Price of Sion or Vilive DET: \$8.625 Option to Buy) (Stock Careful

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

** Intertional misstatements or omissions of facts constitute Federal Criminal Violations.

TOTAL F.04

Exhibit 29 - Part 1

Ownership Su'vission

FORM 4

longer subject to Section 16. Form 4 or Check this box if no Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

January 31, 2008 3235-0287 Expires: January 31, Estimated average burden OMB APPROVAL hours per response... OMB Number:

Section 16. Form 4 or	STATEMENT	OF CHANGES	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES	ERSHIP OF SE		Estimated average burden hours per response	age burder onse	රමු
ronn y oungations may continue. See Instruction 1(b).	Filed pursuant to Sectorial Utility Holding Con	tion 16(a) of the npany Act of 193	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	f 1934, Section 1 nvestment Comp	7(a) of the Public any Act of 1940			se 1:05-0
(Print or Type Responses)								cv-
1. Name and Address of Reporting Person * WALKER KAREN A	porting Person *	2. Issuer N BOSTON [bcgi]	2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director	eporting Person(s) to Issi (Check all applicable)	Issuer wner	11165-W
(Last) 55 Middlesex Turnpike	(First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year) 03/28/2005		Officer (give title below) VP Fig.	VP Fin Admin & CFO	CFO	/GY
Bedford MA 01730	(Street)	4. If Amend	4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) X_Form filed by One Reporting Person Form filed by More than One Reporting Person	up Filing (Check Person Reporting Person	Applicable Line)	Docu
(City)	(State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	e Securities Acquin	ed, Disposed of, or Ben	eficially Owne	-	ment
l. Fitle of Security threft, 3)		2. Transaction 2A. Date Exe (Month/Day/Year) any (Mo	2A. Deemed 3. 4. Securities Execution Date, if Transaction Acquired (A) or any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5 or Code V Amount (D) Pr	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	lowing	6. 7. Nature Ownership of Indirect Form: Beneficial Ownership or Indirect (Instr. 4)— (Instr. 4	7. Nature of Indirect Beneficial Ownership (Instr. 4) _H
Reminder: Report on a sepa	rate line for each class of se	ecurities beneficially	Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons wi contained i	ho respond to the in this form are n	indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the	ation id unless the	SEC 1474 (9-20/2	2/02/2 @ 05

contained in this form are not required to respond unless the Persons who respond to the collection of information form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. 1 itle of 2.	3. Transaction	3A. Deemed	4.	5. Number	le and	7. Title and Amount 8. Price of 9. Number 10.	8. Price of 9. Num	ber 10.	2 =
Derivative Conversion Date	version Date	Execution Date, if Transaction	Transaction	of	Expiration Date	of Underlying	Derivative of	Owner	Ownership of Bod
Security or E	Security or Exercise (Month/Day/Year) any	any	Code	Derivative	(Month/Day/Year)		Security Derivative		BeRef
(illustr. 3) Price of	joe	(Month/Day/Year) (Instr. 8)	(Instr. 8)	Securities		(Instr. 3 and 4)	(Instr. 5) Securities	es Derival	Derivative Owner
Deri	Derivative		,	Acquired			Benefic	Beneficially Security: (Instr.	: (Instr.
Sect	ecurity			(A) or			Owned	Direct (D)	<u></u>
	·			Disposed of			Following	ng or Indirect	ct
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Page

1) Instr. 4)		D
Reported (1) Transaction (Instr. 4) (s)	(instr. 4)	152,665
		0 \$
	Amount or Number of Shares	22,500
	Title	Common Stock
	Expiration Date	03/28/2015 Common 22,500 \$ 0
İ	Date Exercisable	03/28/2006
4,		
(D) (Instr. 3, 4, and 5)	V (A) (D)	22,500
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		03/28/2005
		\$7.29
·		Stock Options (Right

Reporting Owners

Reporting Owner Name / Address Reporting Owner Name / Address Director 10% Owner Officer WALKER KAREN A 5.5 Middlesex Turnpike Bcdford, MA 01730		1 4	Relationships	
	Reporting Owner Name / Address	10% Owner	Officer	Other
	WALKER KAREN A 55 Middlesex Turnpike Bedford, MA 01730		VP Fin Admin & CFO	

Signatures π

Karen Walker

03/29/2005

*Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) Exercisable in three equal installments commencing on the anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Meredith McGuire

From:

Edgar.Postmaster@sec.gov

Sent:

Wednesday, March 30, 2005 4:27 PM

To:

abouffard@bcgi.net; secnotices@sendd.com; mmcguire@bcgi.net; lapony@bcgi.net

Subject:

ACCEPTED FORM TYPE 4 (0001181431-05-019142)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

FORM TYPE:

NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 30-Mar-2005 16:27

30-Mar-2005 16:27

ACCEPTED DATE:

30-Mar-2005 16:27

FILING DATE: TEST FILING:

CONFIRMING COPY:

NO

ACCESSION NUMBER: 0001181431-05-019142

FILE NUMBER(S):

1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK:

0001198583

OWNER:

WALKER KAREN A

FORM TYPE:

4

FILE NUMBER(S):

1. 000-28432

ISSUER:

2. CIK:

0001012887

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

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Ownership

Direct (D)

Owned Following

(Instr. 3, 4 and 5)

(Month/Day/Year) | (Instr. 8)

(Month/Day/Year) any

9

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Reported

Beneficially

or Indirect (Instr. 4)

(Instr. 4)

(Instr. 3 and 4) Transaction(s)

Price

Amount (D)

>

Code

\$6.409 6,440

¥

1,514

즻

02/28/2005

Common Stock

Beneficial

Form:

SEC 1474 (9-

FORM 4

Own thip Submission

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Check this box if no

the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Section 16. Form 4 or Form 5 obligations may continue. See longer subject to Instruction 1(b).

Washington, D.C. 20549

Company Act of 1940

0.5 3235-0287 Expires: January 31, 2008 · OMB APPROVAL Estimated average burden hours per OMB Number: response.. Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of

1 of 3

<u>Д</u>

6. Anture Ownership of Indirect 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) Other (specify below) 5. Relationship of Reporting Person(s) to Issuer Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 10% Owner X Form filed by One Reporting Person
Form filed by More than One Reporting Person VP Fin Admin & CFO (Check all applicable) 4. Securities Acquired 5. Amount of (A) or Disposed of Securities X_Officer (give title below) Director 2A. Deemed
3. 4. Securities Acquir
Execution Date, if | Transaction | (A) or Disposed of BOSTON COMMUNICATIONS GROUP Date of Earliest Transaction (Month/Day/Year) 2. Issuer Name and Ticker or Trading Symbol 02/28/2005 INC [bcgi] 2. Transaction Date (Middle) (Zip) 1. Name and Address of Reporting Person * (Street) (State) (First) 55 Middlesex Turnpike WALKER KAREN A Print or Type Responses) Bedford, MA 01730 1. Title of Security (Instr. 3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or

contained in this form are not required to respond unless the form displays a currently valid OMB control Persons who respond to the collection of information

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

Pr . 2 of 3

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	10. 1	Form of B Derivative O Security: (1 Direct (D) or Indirect (I) (Instr. 4)	
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	8. Price of 9. N Derivative of	Security (Instr. 5)	
	7. Title and Amount of	Underlying Securities (Instr. 3 and 4)	Amount or Title Number of Shares
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e securities)	cisable on Date	/Year)	Expiration Date
(e.g., puts, calls, warrants, options, convertible securities)	5. Number 6. Date Exercisable of and Expiration Date	Derivative (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	Date Expir Exercisable Date
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, calls, w	4. 5. N	Code (Instr. 8)	Code
(e.g., puts,	eemed tion Date	h/Day/Y	
	3. Transaction Date	Security or Exercise (Month/Day/Year) any (Instr. 3) Price of Derivative Security	
	Title of 2. 3. Transerivative Conversion Date	or Exercise Price of Derivative Security	
	1. Title of 2. Derivative Conve	Security (Instr. 3)	

Reporting Owners

		F	Relationships	
Reporting Owner Name / Address	Director	Oirector 10% Owner Officer	Officer	Other
WALKER KAREN A 55 Middlesex Turnpike Bedford, MA 01730			VP Fin Admin & CFO	

Signatures 17

Karen A. Walker

"Signature of Reporting Person

03/01/2005 Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares purchased under bcgi's Employee Stock Purchase Plan.

Owr hip Submission

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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Meredith McGuire

From: Edgar.Postmaster@sec.gov

Sent: Tuesday, March 01, 2005 11:23 AM

To: abouffard@bcgi.net; secnotices@sendd.com; mmcguire@bcgi.net; lapony@bcgi.net

Subject: ACCEPTED FORM TYPE 4 (0001181431-05-013205)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 01-Mar-2005 11:23 ACCEPTED DATE: 01-Mar-2005 11:23

FILING DATE: 01-Mar-2005 11:23

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-05-013205

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583

OWNER: WALKER KAREN A

FORM TYPE: 4
FILE NUMBER(S):
1. 000-28432

ISSUER:

2. CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

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Section 16. Form 4 or Check this box if no Form 5 obligations may continue. See longer subject to Instruction 1(b).

"CHANGE COMMISSION Washington, D.C. 20549 UNITED STATES SECURITIES AND

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

J

January 31, 2005 3235-0287

Y

OMB APF

OMB Number: Expires: Estimated average burden

hours per response.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Filed 12/02/2005 SEC 1474 Owner Ownership of Inchese t Form: Beneficial Document Z. or Indirect (Instr. 4) Case 1:05-cv-11165-WGY 6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person Other (specify below) Direct (D) (Instr. 4) Relationship of Reporting Person(s) to Issuer (Check all applicable) 10% Owner Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned VP Fin Admin & CFO 5. Amount of Securities Beneficially Owned Following Reported X_Officer (give title below) (Instr. 3 and 4) Transaction(s) \$6.6725 4,926 Director 2A. Deemed 3. 4. Securities Acquired Execution Date, if Transaction (A) or Disposed of (D) 4. Securities Acquired Price (Instr. 3, 4 and 5) g 5 Amount (D) ⋖ BOSTON COMMUNICATIONS GROUP INC 4. If Amendment, Date of Original Filed (Month/Day/Year) 814 3. Date of Earliest Transaction (Month/Day/Year) 2. Issuer Name and Ticker or Trading Symbol > (Month/Day/Year) | (Instr. 8) Code F) Code (Month/Day/Year) any 08/31/2004 [bcgi] 2. Transaction 08/31/2004 Date (Middle) (Zjb) I. Name and Address of Reporting Person $\overset{\scriptscriptstyle +}{\ ^{\circ}}$ (Street) (State) 100 Sylvan Road, Suite100 WAI.KER KAREN A Print or Type Responses) Woburn, MA 01801 Common Stock I. Title of Security (SE) (Instr. 3)

Keminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

contained in this form are not required to respond unless the Persons who respond to the collection of information form displays a currently valid OMB control number.

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form displays a currently valid OMB control number.	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	5. Number 6. Date Exercisable of and Expiration Date Derivative (Month/Day/Year) Securities Acquired (A) or Disposed of (D)
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	Code (V (A) (D)
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Transaction (Instr (s) (Instr. 4)

Reporting Owners

Reporting Owner Name / Address		odinomania.	
ראוגפני	Director 10% Owner Officer	Officer	Other
WALKFR KAREN A 100 Sylvan Road Suite100 Woburn, MA 01801		VP Fin Admin & CFO	

Signatures

09/08/2004	Date	9/5/04.	
Karen Walker	-Signature of Reporting Person	7	

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) Shares purchased under begi's Employee Stock Purchase Plan.

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Leslie Apony

=rom: Edgar.Postmaster@sec.gov

Sent: Wednesday, September 08, 2004 12:44 PM

To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net

Subject: ACCEPTED FORM TYPE 4 (0001181431-04-043197)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 08-Sep-2004 12:44 ACCEPTED DATE: 08-Sep-2004 12:44

FILING DATE: 08-Sep-2004 12:44

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-04-043197

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583 OWNER: WALKER KAREN A

FORM TYPE: 4
FILE NUMBER(S):
1. 000-28432

ISSUER:

2. CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

NOTICE -----

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FORN. 4

longer subject to Section 16. Form 4 or Check this box if no Form 5 obligations may continue. See Instruction 1(b).

YCHANGE COMMISSION Washington, D.C. 20549 UNITED STATES SECURITIES ANY

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Case 1:05-cv January 31, 2005! 3235 0287 Expires: January 31 Estimated average builden hours per response... ٧AL OMB APF OMB Number:

(Print or Type Responses)			ļ					CV-
1. Name and Address of Reporting Person * WALKER KAREN A	2 B B	2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]	Frading Symb FIONS GR	ool OUP INC		ting Person ck all appli	(s) to Issuer icable) 10% Owner	-11165-V
(Last) (First)	(Middle) 3.	3. Date of Earliest Transaction (Month/Day/Year) 06/16/2004	Month/Day/Y	'ear)	<u> </u>	VP Fin Admin & CFO	FO	VGY
(Street) Woburn, MA 01801	4.	4. If Amendment, Date of Original Filed (Month/Day/Year)	nal Filed (Mon	ıth/Day/Year)	6.]	6. Individual or Joint/Group Filing (Check Applicable 1 ine) X. Form filed by One Reporting Person Form filed by More than One Reporting Person	ck Applicable I ine	Docu
(City) (State)	(Zip)	Table I - No	n-Derivative	Securities	Acquire	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	ned	mer
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Common Stock	06/16/2004	004	Ъ	7 009	6\$ Y	4,112	D	 2/0
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.	n class of securities b	eneficially owned directly or i	ndirectly.	o respon	to the	indirectly. Persons who respond to the collection of information	SEC 147	SEC 1474 (2002)

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Code

Relationships

Director 10% Owner Officer

Reporting Owner Name / Address

WALKER KAREN A

100 Sylvan Road

Suite 100

Woburn, MA 01801

Reporting Owners

ナッ/11/g-06/17/2004 Date "Signature of Reporting Person Karen Walker Signatures

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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Note: File three copies of this form, one of which independently of information contained in this form are not required to respond unless the form displays a currently valid OMB number. 6

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O

Leslie Apony

'rom: EDGAR@sec.gov

Sent: Thursday, June 17, 2004 7:37 AM

To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net

Subject: ACCEPTED FORM TYPE 4 (0001181431-04-031205)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 17-Jun-2004 11:37 ACCEPTED DATE: 17-Jun-2004 11:37

FILING DATE: 17-Jun-2004 11:37

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-04-031205

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583

OWNER: WALKER KAREN A

FORM TYPE: 4
FILE NUMBER(S):
1. 000-28432

ISSUER:

2. CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

NOTICE -----

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FORN 1

Section 16. Form 4 or Form 5 obligations Check this box if no may continue. See longer subject to Instruction 1(b).

(CHANGE COMMISSION Washington, D.C. 20549 UNITED STATES SECURITIES AND

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

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3235-0287 January 31, 2005,

OMB Number:

Expires:

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OMB APF

Estimated average burden

hours per response..

(Print or Type Kesponses)			V -	_
1. Name and Address of Reporting Person ** WAI KER KAREN A	Person *	2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director Director Other (sneedy below)	1116E \
(First) (First) (First) (For Sylvan Road, Suite 100	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/02/2004	VP Fin Admin & CFO A	NGV
(Siret)		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X. Form filed by One Reporting Person Form filed by More than One Reporting Person	Doo
(City) (State)	(Zip)	Table I - Non-Derivative Securities Acqu	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	l
1. Title of Security (Instr. 3)	2. Tra Date (Mon	2. Transaction 2A. Deemed 3. 4. Securities Date Execution Date, if Transaction Acquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) (Instr. 4) (Instr. 4) (Instr. 4)	
Reminder: Report on a separate li	ne for each class of securi	Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to t contained in this form are	indirectly. Persons who respond to the collection of information SEC 1474 (44) contained in this form are not required to respond unless the	12/02/2005

contained in this form are not required to respond unless the Persons who respond to the collection of information form displays a currently valid OMB control number.

Page	2000 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0		
	10. Ownership Form of Derivative Security: Direct (1) or Indirect (1)		
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rially Owned es)	7. Title and Amount 8. Price of 9. Number of Underlying Securities Security Derivative (Instr. 3 and 4) (Instr. 5) Beneficially Owned Following Reported Transaction (s)		
rities Acquired, Disposed of, or Beneficially Owned warrants, options, convertible securities)	Number 6. Date Exercisable and Expiration Date Expiration Date erivative (Month/Day/Year) cquired () or isposed of () or		
ecurities Acquii Ils, warrants, o	5. Number of of Derivative (Control of Courties Acquired (A) or Disposed of (D) (Instr. 3, 4,		
Table II - Derivative Secur	4. Transaction Code (Instr. 8)		
Table II -	Deemed ution Date, if nth/Day/Year)		
	Derivative Conversion Date Exec Security or Exercise (Month/Day/Year) any (Instr. 3) Price of Derivative Security		
	Title of 2. 3. Translation of Exercise (Monully Price of Derivative Security Price of Security		
	Derivative Co Security or (Instr 3) Pr		

	Case	1:05-cv-11
		D
(Instr. 4)		130,165
		0 \$
	Amount or Number of Shares	16,000
	Title	Common Stock
	Expiration Date	06/02/2014 Common 16,000 Stock
	Date Exercisable	06/02/2005
	<u> </u>	
and 5)	(A)	16,000
	>	
	Code	A
		06/02/2004
		\$10.68
		Stock Option (Right to Buy)

Reporting Owners

65-WGY

Document 24-10

			Relationships	
Reporting Owner Name / Address	1	Director 10% Owner Officer	Officer	Other
WALKER KAREN A 100 Sylvan Road Suite100 Woburn, MA 01801			VP Fin Admin & CFO	

6/4/04	06/04/2004	Date
Signatures	Karen Walker	"Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Exercisable in three equal installments commencing on the anniversary of the date of grant.

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Page 16 of 65

Filed 12/02/2005

Leslie Apony

From: EDGAR@sec.gov

Jent: Friday, June 04, 2004 6:47 AM

To: kwalker@bcqi.net; secnotices@sendd.com; lapony@bcgi.net

Subject: ACCEPTED FORM TYPE 4 (0001181431-04-029533)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 04-Jun-2004 10:47 ACCEPTED DATE: 04-Jun-2004 10:47

FILING DATE: 04-Jun-2004 10:47

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-04-029533

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583 OWNER: WALKER KAREN A

FORM TYPE: 4
FILE NUMBER(S):
1. 000-28432

ISSUER:

2. CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

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FORN, 4

Section 16. Form 4 or Theck this box if no Form 5 obligations may continue. See longer subject to Instruction I(b).

CHANGE COMMISSION Washington, D.C. 20549 UNITED STATES SECURITIES AND

January 31, 2005 3235 0287 Expires: January 31, Estimated average burden AL hours per response... OMB APP OMB Number:

Case 1:05-cv-11165-WGY

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Filli () 1 y o treatoniaes)					-			-
1. Name and Address of Reporting Person 2. WALKER KAREN A		2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]	r or Trading Sy CATIONS C	mbol ROUP INC		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director Other (superity of the below) Other (superity of the below)	(s) to Issuer cable) 10°5 Owner Other (specify below)	11165-V
100 Sylvan Road, Suite100	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2004	ion (Month/Da	y/Year)		in Admin 8	2FO	VGY
(Street)		4. If Amendment, Date Original Filed (Month/Day/Year)	ginal Filed (Mon	th/Day/Year)	6. Ind	6. Individual or Joint/Group Filing (Check Applicable Line) X. Form filed by One Reporting Person Form filed by More than One Reporting Person	ieck Applicable Line) on	Docu
(City) (State)	(Zip)	Table I	- Non-Derivat	ive Securities	Acquired, 1	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	vned	mer
1 Fitle of Security (Instr. 3)	2. Transaction Date (Month/Day/Y	(ear)	2A. Deemed 3. 4. Securities Acquii Execution Date, if Transaction (A) or Disposed of any Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)	4. Securities Acquon (A) or Disposed o (D) (Instr. 3, 4 and 5)	s Acquired osed of ind 5)	securities wned orted	6. 7. Nature Ownership of Indirect Form: Beneficed Direct (D) Ownership or Indirect August 13	7. Nature of Indirect Benefice
			Code	(A) or V Amount (D)	r) Price	(instr. 5 and 4)	(Instr. 4)	Filed 1
Common Stock	02/27/2004	2004	p(1)	585 A	A \$9.146 3,512	3,512	D	2/02
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.	class of securities	beneficially owned direct	y or indirectly.	who respond	to the co	indirectly. Persons who respond to the collection of information	2/2005(5) SEC 1474 (4)	2/2005

contained in this form are not required to respond unless the Persons who respond to the collection of information form displays a currently valid OMB control number.

Page 18 d

cially Owned	(es)
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned	(2 a nute calle warrants ontions convertible securities)
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Table 1	

			1 (.0.)		The state of the state of	(net) the second time to the second second	Application of the last of the		<u> </u>		5
1 Title of	7	13 Transaction	3A Deemed	4.	5. Number	5. Number 6. Date Exercisable	7. Title and	7. Title and 8. Price of 9. Number 10.	Number	10.	7 :5
1 11116 (11	Contracton Date	Date	Execution Date if Transaction of	Transaction	Jo	and Expiration Date	Amount of	Derivative of		Ownership of Indient	J Politica t
1 Jei I Vall Ve	or Evergise	(Adouth/Don/Wear)	anv	Code	Derivative	Derivative (Month/Day/Year)	Underlying	Security De	Derivative	Form of Beneficial	Beneficial
(111111)	Drive of	Define of (INIOIIIII) Day/ 1 cat / mr.)	th./Don/Voor	(Inch 2)	Securities	(Securities	(Instr. 5) Securities Derivative Ownership	ecurities	Derivative 🖟	Ownership
(1.08tu-3)	Dem alive	,	(INIOIIII) Day, 1 car.)	(menn)	Acquired		(Instr. 3 and	Be	eneficially	Seneficially Security: (Instr. 1)	Insti D
-					(A) or		4	<u>Ó</u>	Owned	Direct (D)	
	, Security				Disposed		•	Fo	Following	or Indirect	
	_	_	_	-		_	•				

(I) (Instr. 4)		
Reported (1) Transaction (Instr. 4)	(instr. 4)	
		i
	iration Title Number of	Shares
	Title	
	Expiration . Date	
	Date Expir Exercisable Date	
. 4,		<u>(a)</u>
of (D) (Instr. 3, 4, and 5)		Code V (A) (D)
		>
		Code

Reporting Owners

		<u> </u>	Relationships	
Reporting Owner Name / Address	1 1	Director 10% Owner Officer	Officer	Other
WALKER KAREN A 100 Sylvan Road Suite100 Woburn, MA 01801			VP Fin Admin & CFO	_

Signatures transcor

02/27/2004	Date 31510
Karen Walker	Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (I) Shares purchased under bcgi's Employee Stock Purchase Plan.

(1) Shares purchased under bcgi's Employee Stock Purchase Plan.

Onte: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Copies: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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Leslie Apony

From:

EDGAR@sec.gov

Sent:

Friday, March 05, 2004 12:51 PM

To:

kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net

Subject:

ACCEPTED FORM TYPE 4 (0001181431-04-014140)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

FORM TYPE:

NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 05-Mar-2004 17:50

ACCEPTED DATE:

05-Mar-2004 17:51

FILING DATE: 05-Mar-2004 17:50

TEST FILING: NO CONFIRMING COPY:

NO

ACCESSION NUMBER: 0001181431-04-014140

FILE NUMBER(S):

1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 11-Nov-2004 09:15.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INOUIRIES.

REPORTING OWNER(S):

1. CIK:

0001198583

OWNER:

WALKER KAREN A

FORM TYPE:

FILE NUMBER(S):

1. 000-28432

ISSUER:

2. CIK:

0001012887

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

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Section 16. Form 4 or Check this box if no Form 5 obligations may continue. See longer subject to instruction 1(b).

rint or Type Responses)

YCHANGE COMMISSION Washington, D.C. 20549 UNITED STATES SECURITIES ANY

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

S January 31, 2005 3235-0287 Case 1:05-cv-11165-WGY Expires: January 31, Estimated average burden VAL hours per response. OMB APF OMB Number:

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

6. Individual or Joint/Group Filing (Check Applicable Line) 5. Relationship of Reporting Person(s) to Issuer 10° o Owner Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned VP Fin Admin & CFO (Check all applicable) X Form filed by One Reporting Person Form filed by More Ihan One Reporting Person 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) X_ Officer (give title below) (Instr. 3 and 4) Director (Instr. 3, 4 and 5) 2A. Deemed 3. 4. Securities Execution Date, if Transaction Acquired (A) or Disposed of (D) 3 BOSTON COMMUNICATIONS GROUP INC 4. If Amendment, Date Original Filed (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 2. Issuer Name and Ticker or Trading Symbol (Month/Day/Year) (Instr. 8) Code (Month/Day/Year) any 01/23/2004 2. Transaction Date bcgi (Middle) (Zıb) 1. Name and Address of Reporting Person (Street) (State) 100 Sylvan Road, Suite100 WALKFR KAREN A Woburn, MA 0180 Title of Security (137-1) (fustr 3)

Other (specify below)

Direct (D) Ownership

Beneti Bal

Form:

or Indirect (Instr. 4) (Instr. 4) (Instr. 4)

V | Amount | (D) | Price

Code

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

contained in this form are not required to respond unless the Persons who respond to the collection of information form displays a currently valid OMB control number.

SEC 1474 (50.2)

Page

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			<u>a</u>	eg, puits, cam	S, Wallants, C	(e.g., puts, cans, warrants, options, convertible securities)	(SS)				
1 Title of [2.	İ	3. Transaction	3A. Deemed	4.	5. Number	5. Number 6. Date Exercisable and	7. Title and Amount 8. Price of 9. Number 10.	8. Price of	9. Number	10.	_ 2 1
Derivative	rsion	Date	Execution Date, if Transaction of	Transaction	of	Expiration Date	of Underlying	Derivative of	of	Ownership Qt III	.≡ of
Security	or Exercise	Security or Exercise (Month/Day/Year) any	any	Code	rivative	(Month/Day/Year)	Securities	Security	Derivative Form of them	Form of	100 M
(£ 11511)	Price of	•	(Month/Day/Year) (Instr. 8)	(Instr. 8)	Securities		(Instr. 3 and 4)	(Instr. 5)	Securities	Derivative	CVIII I
<u>.</u>	Derivative		·		Acquired				Beneficially Security 111151	Security	linst
	Security				(A) or				Owned	Direct (1))	
	•				Disposed of				Following or Induce:	or Inducet	
					<u>(</u> (2)				Reported	()	
·					(Instr. 3, 4,			-	Transaction (than 1)	(Lusu I)	
	·								(s)		
_	_	_	_	_	-	-	_	-	-	_	

	C	ase	1:05-
]	2
(Instr. 4)			114,165
	Amount or Number of	Shares	16,000
	Title		Common Stock
	Expiration Date		01/23/2005 01/23/2014 Common 16.000 \$ 0
	Date Expir		01/23/2005
		<u>(</u>	
and 5)		(A) (D)	16,000
		>	
		Code	₹
			01/23/2004
			\$12.16
			Common Stock

Reporting Owners

	<u>, 14</u>	Relationships	
Reporting Owner Name / Address	Director 10% Owner Officer	Officer	Other
WALKFR KAREN 4 100 Sylvan Road Suite100 Woburn, MA 01801		VP Fin Admin & CFO	

1/24/04 Signatures 1.

01/26/2004 Signature of Reporting Person Karen Walker

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Leslie Apony

From:

EDGAR@sec.gov

Sent:

Monday, January 26, 2004 1:51 PM

To:

kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net

Subject:

ACCEPTED FORM TYPE 4 (0001181431-04-004446)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

FORM TYPE:

4

NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 26-Jan-2004 18:51

ACCEPTED DATE: 26-Jan-2004 18:51

FILING DATE: 26-Jan-2004 18:51 TEST FILING:

NO

CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-04-004446

FILE NUMBER(S):

1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 11-Nov-2004 09:15.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK:

0001198583

OWNER:

WALKER KAREN A

FORM TYPE: 4 FILE NUMBER(S):

1. 000-28432

ISSUER:

2. CIK:

0001012887

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

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FO

	CONTREDS	UNITED STATES SECURITIES AND EXCHANGE COMMISSION	MMISSION	OMB APPROVAL
1007 4		Washington, D.C. 20549		OMB Number: 3235-0387
longer subject to Section 16, Form 4 or	STATEMENT OF CHANGES IN	OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES	OF SECURITIES	Expires: January 31 % 105 Estimated average burden 0 hours per response.
form 5 obligations may confinue, <i>See</i> Instruction 1(b).	Filed pursuant to Section Utility Holding Compa	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	ection 17(a) of the Public at Company Act of 1940	95-cv-11
Print or Type Responses)				1165
1. Name and Address of Reporting Person WALKER KAREN A	orting Person	2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]	5. Relationship of R	eporting Person(s) to Issuer (Check all applicable)
100 Sylvan Road, Suite100	(First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/21/2003	X Officer (give file below)	velow) VP Fin Admin & CFO O O
Woburn, MA 01801	(Sireet)	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Chec X. Form filed by One Reporting Person Form filed by More than One Reporting Person	ing (Check Applicable Line) ing Person
(Cily)	(State) (Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	es Acquired, Disposed of, or Be	neficially Owned
1. Title of Security	2.	2. Transaction 2A. Deemed 3. 4. Securities	ities 5. Amount of Securities	rities 6. 7. Nature

88.89 2,927

⋖

2,000

10/21/2003

Common Stock

V Amount (D) Price

Code Ξ

Form: Benctellal Direct (D) Owner Dipply or Indirect (Instr. 4) (1) (1) (1) (1) (2)

Ownership of Indirect

5. Amount of Securities Beneficially Owned Following

2A. Deemed 3. 4. Securities Execution Date, if Transaction Acquired (A) or

2. Transaction Date

(Instr. 3)

Reported Transaction(s)

(Instr. 3 and 4)

(Instr. 3, 4 and 5)

(Month/Day/Year) (Instr. 8)

(Month/Day/Year) any

E

Disposed of (D)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.	s separate line for eac	th class of securities	beneficially c	wned directly	or indirectly.	:	;		Pa
					Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.	i to the collection of n are not required to ntly valid OMB conti	information respond unless t rol number.		SEC 1474 (SEC 14
		Table II	Table II - Derivative Secure (e.g., puts, calls,	Securities Accalls, warrant	rities Acquired, Disposed of, or Beneficially Owned warrants, options, convertible securities)	ficially Owned ities)			of 65
I life of	٦ Transaction	3A. Deemed	4,	5. Number	Number 6. Date Exercisable and	7. Title and Amount 8. Price of 9. Number 10.	8. Price of 9. Numbe	r 10,	N.EE

Ownership of Indire. Form of Benedice Derivative Ownersh

Form of

Derivative

Derivative of Security Deri

(Instr. 5)

(Instr. 3 and 4)

of Underlying

Securities

(Month/Day/Year) Expiration Date

Derivative

Execution Date, if Transaction of

Ownership Submirsion

Securities Acquired

(Month/Day/Year) (Instr. 8)

(Im. 6.4)

Securities Derivative Beneficially Security: Owned Direct (1) Following or Indirect

or Indirect (Instr. 4)

Reported (Transaction

1:05-cv-11165-WGY

(Instr. 4) (s)

or Number of

Title

Expiration Date

Date

of (D) (Instr. 3, 4,

and 5)

Disposed (A) or

Exercisable

<u>a</u>

(A)

>

Code

Shares

Amount

Document 24-10

 \Box

98,165

\$8.89

2,000

09/04/2012 Common

2,000 |09/04/2003|

×

 \exists

Stock

Exect any (Mon			tor 1		9,
Date (Nonth/Day/Year)	10/21/2003	Owners	e / Address Director	A	Signatures Kawa Willer
Conversion or Exercise Price of Derivative Security	\$8.89		Reporting Owner Name / Address	WALKER KAREN 100 Sylvan Road Suite 100 Woburn, MA 01801	ures K
Derivative S.cunity (Instr. 3)	Common Stock (Right to Buy) NQ Stock Option	Reporting	Reporting	WALKER KARI 100 Sylvan Road Suite 100 Woburn, MA 018	Signat

S

		-	Relationships	
trporting Owner Name / Address	Director	Director 10% Owner Officer	Officer	Other
WALKER KAREN A				
00 Sylvan Road			VP Fin Admin & CFO	
Suite 100				
Woburn, MA 01801				

Karen Walker, By Alan Bouffard under Power of Attorney Dated 8/29/2002 10/22/03

Signature of Reporting Person

10/22/2003

Date

Explanation of Responses:

Ownership Subminsion

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Exercisable in three equal installments commencing on the anniversary of the date of grant.

Polemial persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. Note. File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Leslie Apony

rom:

EDGAR@sec.gov

Sent:

Wednesday, October 22, 2003 1:57 PM

To:

kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net

Subject:

ACCEPTED FORM TYPE 4 (0001181431-03-027299)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

FORM TYPE:

NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 22-Oct-2003 17:55

ACCEPTED DATE:

22-Oct-2003 17:57

FILING DATE: TEST FILING:

22-Oct-2003 17:55 CONFIRMING COPY:

NO

ACCESSION NUMBER: 0001181431-03-027299

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 13-Jul-2004 12:20.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: OWNER:

0001198583 WALKER KAREN A

FORM TYPE: 4

FILE NUMBER(S):

1. 000-28432

ISSUER:

2. CIK:

0001012887

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

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3235-0087

OMB Number:

Expires:

OMB APPROVAL

January 31,

Estimated average burden

hours per response...

FORM 4

Section 16. Form 4 or Check this box if no Form 5 obligations may continue. See onger subject to Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Orrect (D) Owner Direct (Instr. 4) (Instr. 4) (2002 17:05-cv-11165-WGY 6. 7. Nature Ownership of Indirect Benefiel 7. Nature Document 24-1 6. Individual or Joint/Group Filing (Check Applicable Line)

X. Form filed by One Reporting Person

Form filed by More than One Reporting Person Other (specify below) 5. Relationship of Reporting Person(s) to Issuer Form: 11)% Owner VP Fin Admin & CFO
 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (Check all applicable) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) X_ Officer (give title below) (Instr. 3 and 4) V Amount (D) Price (Instr. 3, 4 and 5) 2A. Deemed 3. 4. Securines
Execution Date, if Transaction Acquired (A) or <u>8</u> BOSTON COMMUNICATIONS GROUP INC 4. If Amendment, Date Original Filed (Month/Day/Year) 3. Date of Earliest Transaction (Mouth/Day/Year) 2. Issuer Name and Ticker or Trading Symbol (Month/Day/Year) (Instr. 8) Code (Month/Day/Year) any 38/26/2003 2. Transaction Date [bcgi] (Middle) (Zip) Name and Address of Reporting Person ^{*} (Street) (State) 100 Sylvan Road, Suite100 WALKER KAREN A (Print or Type Responses) Woburn, MA 0180] 1. Fitle of Security (1.351) (fustr 3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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9. Number	of	Derivative	
8. Price of	Derivative of	Security I	
7. Title and Amount 8. Price of 9. Number	ing	Securities	
6. Date Exercisable and	Expiration Date	(Month/Day/Year)	
5. Number	of	Derivative	
4.	Transaction of	Code	
3A. Deemed 4.	Execution Date, if	any	
3. Transaction	Date	or Exercise (Month/Day/Year)	
1. Fitle of 2.	Conversion	or Exercise	
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Exhibit 29

January 31, 2008

3235-0287

OMB Number:

OMB APPROVAL

Check this box if no **FORM 4**

longer subject to Section 16. Form 4 or

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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Expires: January 31	Estimated average burden	hours per response
	EMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES	

Section 16. Form 4 or	STATEMENT	'OF CHANGE	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES	OF SECURITIES	Estimated average burden hours per response	Cas
rorm 5 congations may continue. See Instruction 1(b).	Filed pursuant to Se Utility Holding Co	ction 16(a) of the mpany Act of 19	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	ction 17(a) of the Public Company Act of 1940		e 1:05-cv
(Print or Type Responses)						
1. Name and Address of Reporting Person * WALKER KAREN A	orting Person *	2. Issuer Na BOSTON ([bcgi]	2. Issuer Name and Ticker or Trading Symbol SOSTON COMMUNICATIONS GROUP INC bcgi]		ting Person ck all appli	1165-W
(1 ast) (f	(First) (Middle)	•	3. Date of Earliest Transaction (Month/Day/Year) 03/28/2005	VP F	oriow) VP Fin Admin & CFO	
	(Street)	4. If Amen	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Chec X_ Form filed by One Reporting Person Form filed by More than One Reporting Person	6. Individual or Joint/Group Filing (Check Applicable Line) X_Form filed by One Reporting Person Form filed by More than One Reporting Person	Docu
Bedford, MA 01730				The state of the state and	included the second	ım
(City)	(State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	Acquired, Disposed of, or B	sneficially Owned	ent
(1.Title of Security (Instr. 3)		2. Transaction 2A. Date Exe (Month/Day/Year) any	Deemed 3. cution Date, if Transaction Code		lowing	6. 7. Naturk Ownership of Indicast Form: Beneficial
			(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)	(A) (Instr. 3 and 4)	or Indirect (Instr. 4)	(Instr. 4)
			Code V Amount (D) Price) Price	(Instr. 4)	12

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acq	
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	1. 1 itle of 2.		3. Transaction	3A, Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount 8. Price of 9. Number 10.	8. Price of	9. Number	10.
	Derivative	Derivative Conversion Date	Date	Execution Date, if Transaction of	Transaction	of	Expiration Date	of Underlying	Derivative of	Jo	Ownership
	Security	or Exercise	security or Exercise (Month/Day/Year) any	any	Code	Derivative	(Month/Day/Year)	Securities	Security	Derivative	Form of
	thistr, 3)	Instr. 3) Price of		(Month/Day/Year) (Instr. 8)	(Instr. 8)	Securities		(Instr. 3 and 4)	(Instr. 5)	(Instr. 5) Securities I	Derivative
		Derivative		•		Acquired			,	Beneficially Security:	Security:
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Page 30_c

(Instr.

	Case 1:05	-cv-11165-WGY
(I) (Instr. 4)		Q
Reported (1) Transaction (Instr. 4) (s)	(Instr. 4)	152,665
		0 \$
	Amount or Number of Shares	22,500
	Title	Common
	Expiration Date	03/28/2015
	Date Exercisable	03/28/2006 03/28/2015 Common 22,500 Stock
- -	9	
(D) (Instr. 3, 4, and 5)	(d	
	<u>></u>	
	Code	A
		03/28/2005
		\$7.29
		Stock Options (Right to Buy)

Page 2 of 2

Ownership Su' vission

Reporting Owners

		H	Relationships	
Reporting Owner Name / Address	Director	Director 10% Owner Officer	Officer	Other
WALKER KAREN A 55 Middlesex Tumpike Bedford, MA 01730			VP Fin Admin & CFO	

Signatures <

Karen Walker

03/29/2005 Date

"Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) Exercisable in three equal installments commencing on the anniversary of the date of grant.

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Meredith McGuire

From: Edgar.Postmaster@sec.gov

Sent: Wednesday, March 30, 2005 4:27 PM

To: abouffard@bcgi.net; secnotices@sendd.com; mmcguire@bcgi.net; lapony@bcgi.net

Subject: ACCEPTED FORM TYPE 4 (0001181431-05-019142)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 30-Mar-2005 16:27 ACCEPTED DATE: 30-Mar-2005 16:27

FILING DATE: 30-Mar-2005 16:27

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-05-019142

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583

OWNER: WALKER KAREN A FORM TYPE: 4

FILE NUMBER(S): 1. 000-28432

ISSUER:

2. CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

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SEC 1474 (9-02)

FORM 4

Section 16. Form 4 or

Form 5 obligations may continue. See

Instruction 1(b).

Check this box if no

longer subject to

Own thip Submission

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment

Company Act of 1940

0.5 3235-0287 Expires: January 31, 2008 · OMB APPROVAL Estimated average burden hours per OMB Number: response..

Ownership 6. | 7. Inature Ownership of Indirect Beneficial 7. Nature 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) or Indirect (Instr. 4) Other (specify below) 5. Relationship of Reporting Person(s) to Issuer Direct (D) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 10% Owner (Instr. 4) Form: VP Fin Admin & CFO X Form filed by One Reporting Person
Form filed by More than One Reporting Person (Check all applicable) Owned Following (Instr. 3 and 4) Transaction(s) 4. Securities Acquired 5. Amount of (A) or Disposed of _X_ Officer (give title below) Beneficially Reported \$6.409 6,440 Director Price 2A. Deemed
Execution Date, if Transaction (A) or Disposed of Code (D) (Instr. 3, 4 and 5) Amount (D) € ö 1,514 BOSTON COMMUNICATIONS GROUP 3. Date of Earliest Transaction (Month/Day/Year) 2. Issuer Name and Ticker or Trading Symbol > (Month/Day/Year) (Instr. 8) Code 즱 (Month/Day/Year) any 02/28/2005 [NC [bcgi] 2. Transaction Date (Middle) (Zip) 1. Name and Address of Reporting Person * (State) (Street) (First) 55 Middlesex Turnpike WALKER KAREN A Print or Type Responses) Bedford, MA 01730 1. Title of Security (Instr. 3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

02/28/2005

Common Stock

unless the form displays a currently valid OMB control Persons who respond to the collection of information contained in this form are not required to respond

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3/1/2005

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

Own hip Submission

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	10. Townership of	Form of	Derivative Security:	Direct (D)	or Indirect		(Instr. 4)				
	umber	Security Derivative	(Instr. 5) Securities Derivative (Beneficially Security: (Owned	Following	Reported	Transaction (Instr. 4)	(S)	(Instr. 4)		
	8. Price of 9. N Derivative of	Security	(Instr. 5)								
:	7. Title and Amount of	Underlying	Securities (Instr. 3 and						Amount	Title Number of	Shares
securities)		<u></u>	<u> </u>	4		•				ation	
outs, calls, warrants, options, convertible securities	5. Number 6. Date Exercisable of and Expiration Date	Derivative (Month/Day/Year)								Date Expir Exercisable Date	
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(e.g., put	3A. Deemed 4. 5. N Execution Date, if Transaction of	any	(Month/Day/Year) (Instr. 8)								
	saction	1/Day/Year)									
	version	or Exercise	(Instr. 3) Price of Derivative	Security							
	1, Title of 2.	Security	(Instr. 3)								

Reporting Owners

,		F	Relationships	,
Reporting Owner Name / Address	1 —	Director 10% Owner Officer	Officer	Other
WALKER KAREN A 55 Middlesex Turnpike Bedford, MA 01730			VP Fin Admin & CFO	

Signatures 140

Karen A. Walker

Date

03/01/2005

--Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

3/1/2005

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares purchased under bcgi's Employee Stock Purchase Plan.

Owr hip Submission

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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Meredith McGuire

From: Edgar.Postmaster@sec.gov

Sent: Tuesday, March 01, 2005 11:23 AM

To: abouffard@bcgi.net; secnotices@sendd.com; mmcguire@bcgi.net; lapony@bcgi.net

Subject: ACCEPTED FORM TYPE 4 (0001181431-05-013205)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 01-Mar-2005 11:23 ACCEPTED DATE: 01-Mar-2005 11:23

FILING DATE: 01-Mar-2005 11:23

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-05-013205

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583 OWNER: WALKER KAREN A

FORM TYPE: 4
FILE NUMBER(S):
1. 000-28432

ISSUER:

2, CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

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Section 16. Form 4 or ('heck this box if no Form 5 obligations may continue. See longer subject to Instruction 1(b).

"CHANGE COMMISSION Washington, D.C. 20549 UNITED STATES SECURITIES AND

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

January 31, 2005

Estimated average burden

3235-0287

OMB Number:

Expires:

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Section 16. Form 4 or	STATEMENT OF	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECONDINES	L OWNERSHIP OF	SECUNITES	hours per response	onse	S.
Form 5 obligations may continue. See Instruction 1(b).	Filed pursuant to Section 16(a) of the Se Utility Holding Company Act of 1935	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	ecurities Exchange Act of 1934, Section 17(a) of the Publi or Section 30(h) of the Investment Company Act of 1940	on 17(a) of the Public impany Act of 1940			ase 1:05-c
rint or Type Responses)					The second of th	. Laginor	i Y -
Name and Address of Reporting Person ** VALKER KAREN A	orting Person *	2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]	ading Symbol ONS GROUP INC	S. Kelationship of Keporting Person(s) to Issued (Check all applicable) Director Other (sneerity I	Check all applicable) (Check all applicable)	(s) to issue: cable) 10% Owner Other (specify below)	11165-V
(Last) (First) (O Sylvan Road, Suite100	(First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/31/2004	onth/Day/Year)	VP	in Admin &	0	VGY
ł ł	(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X. Form filed by One Reporting Person From filed by More than One Reporting Person	broup Filing (Check ting Person One Reporting Person	: Applicable Line)	Doc
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(City)	(State) (Zip)	Table I - Non-	Derivative Securities Ac	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	Seneficially Own	þa	mei
Title of Security (nstr. 3)	2. Tra Date (Mont	2. Transaction 2A. Deemed 3. Date Execution Date, if Transact (Month/Day/Year) any Code (Month/Day/Year) (Instr. 8)	3. 4. Securities Acquired Transaction (A) or Disposed of (D) Code (Instr. 3, 4 and 5)			6. 7. Naffre Ownership of Induce to Porm: Beneficial Direct (D) Ownership	7. Nattre of Indused 1 Beneficial Ownership
		0	Code V Amount (D)	(Instr. 3 and 4) Price		(I) Filed (Instr. 4) (Instr. 4)	Filed
Common Stock	(8/3)	08/31/2004	p(!) 814 A	\$6.6725 4,926	Q		12/0
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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	Expiration Title Number of Shares	
	<u></u> Ë	
	Expiration Date	
	Date Expiral	
E. ((D)	
(Instr. 3 and 5)	(A)	
	>	
	Code V (A) (D)	

Transaction (Instr (s)

(Instr. 4)

Reporting Owners

	<u> </u>	Relationships	
Reporting Owner Name / Address	Director 10% Owner Officer	Officer	Other
WALKER KAREN A 100 Sylvan Road Suite100 Woburn, MA 01801		VP Fin Admin & CFO	

Signatures

09/08/2004	Date	9/5/04.	i
Karen Walker	Signature of Reporting Person	78-108-1	£ .
			Į

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) Shares purchased under begi's Employee Stock Purchase Plan.

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⊂rom:

Edgar.Postmaster@sec.gov

Sent: Wednesday, September 08, 2004 12:44 PM

To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net

Subject: ACCEPTED FORM TYPE 4 (0001181431-04-043197)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 08-Sep-2004 12:44 ACCEPTED DATE: 08-Sep-2004 12:44

FILING DATE: 08-Sep-2004 12:44

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-04-043197

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583 OWNER: WALKER KAREN A

FORM TYPE: 4
FILE NUMBER(S):
1. 000-28432

ISSUER:

2. CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

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FORN. 4

Section 16. Form 4 or Check this box if no Form 5 obligations may continue. Sec longer subject to Instruction 1(b).

YCHANGE COMMISSION Washington, D.C. 20549 UNITED STATES SECURITIES ANT

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Case 1:05-cv-11165-WGY January 31, 2005 3235 0287 Expires: January 31, Estimated average builden VAL hours per response. OMB APF OMB Number:

(Print or Type Responses)								٧-
1. Name and Address of Reporting Person *- WALKER KAREN A		2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]	and Ticker or Trading Symbol MMUNICATIONS GROI	bol OUP IN		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director Office this rule below) Office (Check all applicable)	(s) to Issuer cable) 10% Owner Other (specify below)	11165-V
(Last) (First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/16/2004	on (Month/Day/	Year)		in Admin 6	CFO	VGY
(Street)	7	4. If Amendment, Date of O	Date of Original Filed (Month/Day/Year)	nth/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person	heck Applicable Lir on	Doc
(City) (State)	(Zip)	Table I	- Non-Derivativ	e Securitie	s Acquire	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	wned	umer
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Y	ear)	2A. Deemed 3. 4. Securities Execution Date, if Transaction Acquired (A) or any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	ies (A) or of (D) 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature Ownership of Indirect Porm: Beneficial Direct (D) Ownership or Indirect (Instr. 4)	7. Nature of Indiana Beneficial Ownership (Instr. 4)
			Code	Amount	Amount (D) Price		(Instr. 4)	led 1
Common Stock	06/16/2004	2004	Ь	009	A \$9	4,112	D	12/0
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.	class of securities	beneficially owned directly	or indirectly.					2/200
			Persons w	no respor	d to the	Persons who respond to the collection of information	PEC 17	SEC 1474 (502)

contained in this form are not required to respond unless the Persons who respond to the collection of information form displays a currently valid OMB control number.

			Table II - Derivative Secu (e.g., puts, calls,	ve Securities is, calls, war	forr s Acquired, l	form displays a currently valid OMB control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	y valid OMB c ially Owned es)	control num	iber.		Page 40
Title of Derivative Security (Instr. 3)	2. 3. Tra Conversion Date or Exercise (Mont Price of Derivative Security	nsaction h/Day/Year)	Deemoution ution atth/Do	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	5. Number 6. Date Exercisable of and Expiration Date Derivative (Month/Day/Year) Securities Acquired (A) or Disposed of (D)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of 9. N Derivative of Security Deri (Instr. 5) Sect Owr	umber vative urities eficially ned owing	10. 11. Number Ownership of Indignation of Beneticial Derivative Ownership Security: (Instr. 4) Direct (D) or Indirect (1)	11. Nage of Indigga Beneficial Ownership (Instr. 4)

Director 10% Owner

Reporting Owner Name / Address

WALKER KAREN A

100 Sylvan Road

Suite100

Woburn, MA 01801

Reporting Owners

Explanation of Responses:

40/11/g-

06/17/2004

Date

* Signature of Reporting Person

Karen Walker

Signatures

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Note: File three copies of this Form, one of which independently of information contained in this form are not required to respond unless the form displays a currently valid OMB number. 6

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. 6

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rom:

EDGAR@sec.gov

Sent:

Thursday, June 17, 2004 7:37 AM

To:

kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net

Subject:

ACCEPTED FORM TYPE 4 (0001181431-04-031205)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

FORM TYPE:

NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 17-Jun-2004 11:37

ACCEPTED DATE:

17-Jun-2004 11:37

FILING DATE:

17-Jun-2004 11:37

TEST FILING:

NO

CONFIRMING COPY:

NO

ACCESSION NUMBER: 0001181431-04-031205

FILE NUMBER(S):

1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK:

0001198583

OWNER:

WALKER KAREN A

FORM TYPE:

FILE NUMBER(S):

1. 000-28432

ISSUER:

2. CIK:

0001012887

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

OUTICE -----

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We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

- 2001	UNITED STA	UNITED STATES SECURITIES AND (CHANGE COMMISSION	OWIB AFF	
+ 'AINOL		Washington, D.C. 20549	mper:	N.
Check this box if no longer subject to Section 16. Form 4 or	STATEMENT OF CHANGES IN	CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES	Expires: January 31, 2 Estimated average burden hours per response	
Form 5 obligations may continue. See Instruction 1(b).	Filed pursuant to Section I Utility Holding Company	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	of the Public Act of 1940 1:05	
Print or Type Responses)				i
1. Name and Address of Reporting Person *	oorting Person -	2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director Other (sive title below) Other (specify below)	
100 Sylvan Road, Suite100	(First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) ————————————————————————————————————	in Admin & CFO	, 1
	(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Indiv	6. Individual or Joint/Group Filing (Check Applicable Line) X. Form filed by One Reporting Person C. France Start for One Benotting Person	
Woburn, MA 01801		TOUID	D Illed by More man One reponds a case.	
(City)	(State) (Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned		T
1.Title of Security (instr 3)	2. Tra Date (Mon	msaction 2A. Deemed 3. 4. Securities Execution Date, if Transaction Acquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Code V Amount (D) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) (Instr. 4) (Instr. 4)	
Reminder: Report on a sepa	rate line for each class of securiti	Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the contained in this form are not required to respond unless the	ond to the collection of information SEC 1474 (%) orm are not required to respond unless the CO CO CO CO CO CO CO CO CO C	_

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

Page	43-05665 43-05665
	9. Number 10. 14b.at of Ownership of Derivative Form of Beneficially Security: (Instr. Owned Direct (D) Following or Indirect Reported (1) Transaction (Instr. 4)
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	8. Price of 9. Nu Derivative of Security Deriv Instr. 5) Bene Own Follo Repo (5)
cially Owned es)	7. Title and Amount 8. Price of 9. Number 10. of Underlying Derivative of Ow Securities Securities Derivative Forustr. 3 and 4) (Instr. 5) Securities Derivative Forustr. 3 and 4) (Instr. 5) Securities Derivative Forustr. 3 and 4) (Instr. 5) Securities Derivative Derivative Derivative Owned Dir Following Or 1 (Instr. 5) (S) (S) (Instr. 5) (S) (S) (S) (S) (S) (S) (S) (S) (S) (S
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	Number 6. Date Exercisable and Expiration Date erivative (Month/Day/Year) cquired t) or isposed of isptr. 3, 4,
ecurities Acqu Ills, warrants,	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,
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	Title of 2. 3. Tra Security or Exercise (Mon Insti 3) Price of Derivative Security
	Derivative Co Security or (Instr. 3) De

	Case	1:05-cv-111
		Q
(Instr. 4)		130,165
		\$ 0
	Amount or Number of Shares	16,000
	Title	Common Stock
	Expiration Date	06/02/2014 Common Stock Stock
	Date Exercisable	06/02/2005
	(A) (D)	
and 5)	(A)	16,000
	Code	A
	ပိ	7
		06/02/2004
		\$10.68
		Stock Option (Right to Buy)

Reporting Owners

65-WGY

Document 24-10

		Relationships	
Reporting Owner Name / Address	Director 10% Owner Officer	Officer	Other
WALKER KAREN A 100 Sylvan Road Suite100 Woburn, MA 01801		VP Fin Admin & CFO	

\$ 14/s	06/04/2004	Date
Signatures	Karen Walker	"Signature of Reporting Person

"Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) Exercisable in three equal installments commencing on the anniversary of the date of grant.

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Page 44 of 65

Filed 12/02/2005

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From:

EDGAR@sec.gov

ient:

Friday, June 04, 2004 6:47 AM

To:

kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net

Subject:

ACCEPTED FORM TYPE 4 (0001181431-04-029533)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

FORM TYPE:

NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 04-Jun-2004 10:47

ACCEPTED DATE:

04-Jun-2004 10:47

FILING DATE: TEST FILING:

04-Jun-2004 10:47

MO

CONFIRMING COPY:

NO

ACCESSION NUMBER: 0001181431-04-029533

FILE NUMBER(S):

1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INOUIRIES.

REPORTING OWNER(S):

1. CIK:

0001198583

OWNER:

WALKER KAREN A

FORM TYPE:

FILE NUMBER(S):

1.000 - 28432

ISSUER:

2. CIK:

0001012887

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

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FORN 4

Section 16. Form 4 or Check this box if no Form 5 obligations may continue. See longer subject to Instruction 1(b).

CHANGE COMMISSION Washington, D.C. 20549 UNITED STATES SECURITIES AND

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Gase 1:05-cv-11165-WGY January 31, 2005 3235-0287 Expires: January 31 Estimated average burden Æ hours per response... OMB APP OMB Number:

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)								/ -
1. Name and Address of Reporting Person *- WALKER KAREN A	B	2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]	Frading Symb	ol OUP INC		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X Officer (sive title below) Other (specify 1	(s) to Issuer cable) 10°5 Owner Other (specify below)	11165-W
100 Sylvan Road, Suite100	(Middle) 3	 Date of Earliest Transaction (Month/Day/Year) 02/27/2004 	Month/Day/Y	ear)		in Admin &	FO	/GY
(Street)	4	4. If Amendment, Date Original Filed (Month/Day/Year)	Filed (Month/D	ay/Year)	6. Ind X_Fo	6. Individual or Joint/Group Filing (Check Applicable Line X. Form filed by One Reporting Person Form filed by More than One Reporting Person	eck Applicable Line) n	Docu
(Chy) (State)	(Zip)	Tokle I. No	n-Derivative	Securities	Acquired.	Table I. Non-Derivative Securities Acquired. Disposed of, or Beneficially Owned	ned	ıme
		Table 1						ņ
Fitle of Security (Instr. 3)	2. Transaction Date (Month/Day/Y	2. Transaction 2A. Deemed 3. 4. Securities Acqui Date Execution Date, if Transaction (A) or Disposed of Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)	3. Transaction (Code (Instr. 8)	4. Securities Acqu(A) or Disposed o(D)(Instr. 3, 4 and 5)	s Acquired osed of ind 5)	ecurities wned orted	6. 7. NaturE Ownership of Indirect Form: Beneficen Direct (D) Ownership	t ½4- ‡0 =
			Code V	(A) or V Amount (D)	r r) Price	(Instr. 5 and 4)	(I) (Instr. 4) Olling 1	Filed 1
Common Stock	02/27/2004	004	P(1.)	585 A	\$9.146 3,512	3,512	D	2/0
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.	lass of securities	beneficially owned directly or	indirectly. Persons who	o respond	to the co	indirectly. Persons who respond to the collection of information	SEC 1474 (9.95.)	2/2005

contained in this form are not required to respond unless the Persons who respond to the collection of information form displays a currently valid OMB control number.

Page	46 0	8. Price of 9. Number 10. 11. Nates: Derivative of Ownership of Indicert Security Derivative Form of Beneficial Security: (Instr. 5) Beneficially Security: (Instr. 1) Owned Direct (D) Following or Indirect
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control nun		8. Price of 9. N Derivative of Security Deri (Instr. 5) Security Bene Owr
iy valid OMB o	ially Owned es)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
contained in this form are not required to response amoss and form displays a currently valid OMB control number.	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	5. Number 6. Date Exercisable of and Expiration Date Derivative (Month/Day/Year) Acquired (A) or Disposed
forn	Acquired, I	5. Number of Derivative Securities Acquired (A) or Disposed
	ve Securities ts, calls, war	4. Transaction Code (Instr. 8)
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		nsaction h/Day/Year)
		2. 3. Tra Conversion Date or Exercise (Mont Price of Derivative Security
		1 Title of Derivative Security (fastr 3)

Reported (I)
Transaction (Instr. 4)

Exercisable Date

9

3

>

Code

Date

(Instr. 3, 4,

and 5)

of (D)

Relationships 10% Owner Officer Director Reporting Owner Name / Address WALKER KAREN A Woburn, MA 01801 100 Sylvan Road Suite100

Reporting Owners

VP Fin Admin & CFO

Other

7	02/27/2004	Date 315/174
135	02/27	
Signatures 4 concilor	Karen Walker	Stanaure of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares purchased under bcgi's Employee Stock Purchase Plan.

(1) Shares purchased under begi's Employee Stock Purchase Plan.

Onte: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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rom:

EDGAR@sec.gov

Sent:

Friday, March 05, 2004 12:51 PM

To:

kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net

Subject:

ACCEPTED FORM TYPE 4 (0001181431-04-014140)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

FORM TYPE:

NUMBER OF DOCUMENTS: 1 ACCEPTED DATE:

05-Mar-2004 17:51

RECEIVED DATE: 05-Mar-2004 17:50 FILING DATE: 05-Mar-2004 17:50

TEST FILING:

CONFIRMING COPY:

NO

ACCESSION NUMBER: 0001181431-04-014140

FILE NUMBER(S):

1.000 - 28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 11-Nov-2004 09:15.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK:

0001198583

OWNER:

WALKER KAREN A

FORM TYPE:

FILE NUMBER(S):

1. 000-28432

ISSUER:

2. CIK:

0001012887

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

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FORN, 4

Section 16. Form 4 or Check this box if no Form 5 obligations may continue. See longer subject to Instruction 1(b).

XCHANGE COMMISSION Washington, D.C. 20549 UNITED STATES SECURITIES ANY

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Case 1:05-cv-11165-WGY January 31, 2005 3235-0287 Expires: January 31 Estimated average burden hours per response... VAL OMB APF OMB Nunber:

6. Individual or Joint/Group Filing (Check Applicable Line) Other (specify below) 5. Relationship of Reporting Person(s) to Issuer 104 o Owner VP Fin Admin & CFO (Check all applicable) X Form filed by One Reporting Person Form filed by More than One Reporting Person __X__Officer (give title below) Director BOSTON COMMUNICATIONS GROUP INC 4. If Amendment, Date Original Filed (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 2. Issuer Name and Ticker or Trading Symbol 01/23/2004 [bcgi] (Middle) 1. Name and Address of Reporting Person (Street) (First) 100 Sylvan Road, Suite100 WALKFR KAREN A Print or Type Responses) Woburn, MA 0180

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

contained in this form are not required to respond unless the Persons who respond to the collection of information form displays a currently valid OMB control number.

SEC 1474 (\$\frac{5002}{2002})

Direct (D) Ownership

Benefigal

Form:

Beneficially Owned Following

Reported Transaction(s)

(Instr. 3 and 4)

(Instr. 3, 4 and 5)

(Month/Day/Year) (Instr. 8)

(Month/Day/Year) any

2. Transaction

(Zib)

(State)

I.Title of Security

(finsti 3)

Date

(Y)

Disposed of (D)

5. Amount of Securities

2A. Deemed 3. 4. Securities Execution Date, if Transaction Acquired (A) or

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

or Indirect (Instr. 4)
(I)
(Instr. 4)
(Instr. 4)

V | Amount | (D) | Price

Code

Page 49 of 65

(Just

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

į	<u></u>	<u>-</u>	-00	<u>حر</u> ده		_	_	-		
	10.	Ownership 8	Form of	Demanc	Security	Direct (1)	or Inducet	()	(Instr I)	
	9. Number	of	Security Derivative Form of		Beneficially Security	Owned	Following	Reported	Transaction (Insti 1)	(s)
	8. Price of	Derivative of	Security	(Instr. 5)						
(83)	7. Title and Amount 8. Price of 9. Number 10.	of Underlying	Securities	(Instr. 3 and 4)						
(e.g., puts, calls, warrants, options, convertible securities)	5. Number 6. Date Exercisable and	Expiration Date	(Month/Day/Year)							
s, warrants, o	5. Number	of	Derivative	Securities	Acquired	(A) or	Disposed of	<u>(a)</u>	(Instr. 3, 4,	
g., puts, call	4.	Transaction	Code	(Instr. 8)						
<i>a</i>)	3A. Deemed	Execution Date, if Transaction of	any	(Month/Day/Year) (Instr. 8)	•					
	3. Transaction		Security or Exercise (Month/Day/Year) any							_
		versi	or Exercise	Price of	Derivative	Security	(
	Thile of 2.	Derivative	Security	(Insti 3) Price of						

Reporting Owners

Date

and 5)

9

 \exists

>

Code

16,000

⋖

01/23/2004

\$12.16

Common Stock

			Relationships	
Reporting Owner Name / Address	l	Director 10% Owner Officer	Officer	Other
WALKFR KAREN A 100 Sylvan Road Suitc100 Wobum, MA 01801			VP Fin Admin & CFO	

Signatures 1.

01/26/2004 Date Signature of Reporting Person Karen Walker

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations, See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

From: EDGAR@sec.gov

Sent: Monday, January 26, 2004 1:51 PM

To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net

Subject: ACCEPTED FORM TYPE 4 (0001181431-04-004446)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 26-Jan-2004 18:51 ACCEPTED DATE: 26-Jan-2004 18:51

FILING DATE: 26-Jan-2004 18:51

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-04-004446

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 11-Nov-2004 09:15.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583 OWNER: WALKER KAREN A

FORM TYPE: 4
FILE NUMBER(S):
1. 000-28432

ISSUER:

2. CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

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HINITED STATES SECURITIES AND EXCHANGE COMMISSION

7 Macu	UNITED	STATES SECU	UNITED STATES SECURITIES AND EXCHANGE COMMISSION	EXCHA	NCE COM	OISSIMI	Z.	OME	OMB APPROVAL	
1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2		=	Washington, D.C. 20549	20549				OMB Number:		235-0087
Check this box if no langer subject to Section 16, Form 4 or	STATEMENT OF CHANGES IN	OF CHANGES	IN BENEFICIAL OWNERSHIP OF SECURITIES	T OWN	ERSHIP (OF SECU	RITIES	Expires: Jan Estimated average hours per response.	pra .	ry 31, 9\$ 005 rden
Form 5 obligations Inax Continue. See Instruction 1(b).	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	on 16(a) of the Spany Act of 193	Securities Exchan 5 or Section 30(h)	ige Act o) of the I	f 1934, Sec nvestment	tion 17(a Company	of the Public Act of 1940)5-cv-1′
Print or Type Responses)		!								1165
1. Name and Address of Reporting Person WALKER KAREN A	oorting Person -	2. Issuer Na BOSTON ([bcgi]	 Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi] 	ading Sym IONS GI	doup INC		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director Office and Indian	Check all applicable)	(s) to Issuer cable) 10% Owner	5-WGY
100 Sylvan Road, Suite100	(First) (Middle)	3. Date of Ear 10/21/2003	3. Date of Earliest Transaction (Month/Day/Year) 10/21/2003	(onth/Day/	Year)	\	VP F	VP Fin Admin & CFO	FO	
Wahiira MA 01801	(Street)	4. If Amendmen	nent, Date Original Filed (Month/Day/Year)	iled (Month	/Day/Year)	6. Inc	6. Individual or Joint/Group Filing (Check Applicable Line) X_Form filed by One Reporting Person From filed by More than One Reporting Person	oup Filing (Che g Person e Reporting Persor	ick Applicable I is	
(CI(y)	(State) (Zip)		Table I - Non	-Derivativ	e Securities	Acquired,	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	neficially Ow	ned	24-1
(Instr. 3)		2. Transaction 2A Date Ex(Month/Day/Year) any (M	. Deemed ecution Date, if onth/Day/Year)	· · _ L	4. Securid Acquired Disposed (Instr. 3,	ities (A) or of (D) 4 and 5) (A) or (D) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	lowing	6. 7. Nature Ownership of Indirect Form: Beuckellal Direct (D) Owneoping or Indirect (Instr. 4) (10str. 4)	7. Nature of Indirect Beneficial Owner (Inst. L. (Inst.
Common Stock		10/21/2003		M	2,000	A \$8.89	\$8.89 2,927		D	2005
										-

Reminder: Report on a separate line for each class of securities beneficially owner		1011 Class 01 securities	s beneficially	owned directly	d directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.	d to the collection of n are not required to ntly valid OMB cont	f information respond unless the rol number.		SEC 1474 (662)
		Table II	Fable II - Derivative Secur (e.g., outs, calls.)		rities Acquired, Disposed of, or Beneficially Owned warrants, options, convertible securities)	eficially Owned			of 65
i Title of	ا Transaction	3A, Deemed	4.	5. Number	Number 6. Date Exercisable and	7. Title and Amount	7. Title and Amount 8. Price of 9. Number 10.	110,	II Natur

Form of Benglici Derivative Ometrsli Security: (In: 4)

Securities Derivative Beneficially Security: Owned Direct (1)

or Indirect

Following

Reported (1)
Transaction (1nstr. 4)

1:05-cv-11165-WGY

(Instr. 4)

Ownership of Indire.

Derivative

Derivative of
Security Deri
(Instr. 5)

Securities

(Month/Day/Year) (Instr. 8)

or Exercise (Month/Day/Year) any

Derivative

Security

Price of

S.:curity (Instr. 3)

Derivative Conversion Date

Ownership Subminsion

Execution Date, if | Transaction | of

Acquired (A) or

Disposed of (D)

and 5)

€

>

Code

×

10/21/2003

\$8.89

Buy) NQ

Option

Stock

(Right to

Common

Stock

Document 24-10

 \Box

98,165

\$8.89

Filed 12/02/2005

Reporting Owners

			Relationships	
Reporting Owner Name / Address		Director 10% Owner Officer	Officer	Other
WALKER KAREN A				
100 Sylvan Road			VP Fin Admin & CFO	
Suite 100	-			
Woburn, MA 01801				

Raien Walker, By Alan Bouffard under Power of Attorney Dated 8/29/2002 Signatures know Willer

10/22/03

10/22/2003

Page 53 of 65

Date

Signature of Reporting Person

Page 3 of

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

** If the form is filed by more than one reporting Federal Criminal Violations of the date of grant.

** If the form is filed by more than one reporting forms the form of information contained in this form are not required to respond unless the form displays a currently valid OMB number. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. On the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. On the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. On the collection of information contained in this form are not required to respond to the collection of information contained in this form are not required to respond to the collection of information contained in this form are not required to respond to the collection of information contained in this form are not required to respond to the collection of information contained in this form are not required to respond to the collection of information contained in this form are not required to represent the form of information for the collection of information decreased the formation decreased the f

From:

EDGAR@sec.gov

Sent:

Wednesday, October 22, 2003 1:57 PM

To:

kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net

Subject:

ACCEPTED FORM TYPE 4 (0001181431-03-027299)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

FORM TYPE:

NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 22-Oct-2003 17:55

22-Oct-2003 17:55

ACCEPTED DATE:

22-Oct-2003 17:57

FILING DATE: TEST FILING:

CONFIRMING COPY:

NO

ACCESSION NUMBER: 0001181431-03-027299

FILE NUMBER(S):

1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 13-Jul-2004 12:20.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK:

0001198583

OWNER:

WALKER KAREN A

FORM TYPE: 4

FILE NUMBER(S):

1. 000-28432

ISSUER:

2. CIK:

0001012887

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity

NOTICE -----

Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

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7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

FORM 4

Section 16. Form 4 or Check this box if no Form 5 obligations may continue. See longer subject to nstruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

3235-0087 ary 31, 2805 January 31 Expires: January 31 Estimated average burden OMB APPROVAL hours per response... OMB Number:

-cv-11165-WGY

(Print or Type Responses)						6 5
1. Name and Address of Reporting Person *- WALKER KAREN A	2. Issuer BOSTON [bcgi]	2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]		ing Person ck all appli	(s) to Issuer cable) 10% Owner	-WGY
(Hist) (First) (Mi	(Middle) 3. Date of Earliest 08/26/2003	Sarliest Transaction (Month/Day/Year)		VP Fin Admin & CFO	OFO	Doc
(Street) Woburn, MA 01801	4. If Amendment,	dment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person	eck Applicable Line) n	ument 2
(State)	(Zip)	Table I - Non-Derivative Secur	rities Acquired	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	'ned	24-10
1. Fitle of Security (Instr 3)	2. Transaction 2A. Date Exe (Month/Day/Year) any	Deemed 3. cution Date, if Transaction Code		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. 7. Nature Ownership of Indirest Form: Benetizal	7. Nature of Indirect Benetical

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

contained in this form are not required to respond unless the form displays a currently valid OMB control number. Persons who respond to the collection of information

SEC 1474 (9-402)

Base 26 of 62-11

Sec 1474 (9-402)

Ownership of Indu Form of Benefic

Direct (D) Ownerglip or Indirect (Instr. 4) (Instr. 4) (200

(Instr. 3 and 4)

(Instr. 3, 4 and 5)

(Month/Day/Year) (Instr. 8)

(Month/Day/Year) any

₹ ō V Amount (D) Price

Code

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Joinership Submission

© 1:05-c	v-11165-W	GY Docur
Derivativ Security: Direct (D or Indirec (I) (Instr. 4)		Q
	(Instr. 4)	100,165
(Instr. 5)		\$13.03
14)	Amount or Number of Shares	21,000
(Instr. 3 and 4)	Title	Common Stock
	Expiration Date	08/26/2004 08/26/2013 Common Stock S13.03 100,165
	Date Exercisable	
Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	(A)	000,
Securiti Acquire (A) or Dispose (D) (Instr. 3	^	
(Instr. 8)	Code	4
(Month/Day/Year) (Instr. 8)		
		08/26/2003
Price of Derivative Security		\$13.03
(Instr. 3)		Common Stock (Right to Buy)

Reporting Owners

		Relationships	
Keporting Owner Name / Address	Director 10% Owner Officer	Officer	Other
WALKER KAREN A			
100 Sylvan Road		VB Ein Admin & CEO	
Suite100		VI I III Admin & CI O	
Woburn, MA 01801			

Signatures Karm Waller
Program Walker, By Alan Bouffard under Power of Attorney Dated 8/29/2002

08/27/2003 Date

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

800C/2C/8

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff
- (1) Exercisable in three equal installments commencing on the anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

From: EDGAR.POSTMASTER@sec.gov
Sent: Wednesday, August 27, 2003 12:41 PM

To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net

Subject: ACCEPTED FORM TYPE 4 (0001181431-03-020713)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 27-Aug-2003 16:40 ACCEPTED DATE: 27-Aug-2003 16:41

FILING DATE: 27-Aug-2003 16:40

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-020713

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 13-Jul-2004 12:20.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583 OWNER: WALKER KAREN A

FORM TYPE: 4
FILE NUMBER(S):
1. 000-28432

ISSUER:

2. CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

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Ownership Submirsion **FORM 4**

Section 16. Form 4 or

longer subject to

Form 5 obligations may continue. See

Instruction 1(b).

Check this box if no

HANGE COMM Washington, D.C. 20549 UNITED STATES SECURITIES AND E

ISSION	OMB APPRO	
	OMB Number: 32	3235-0287
	Expires: January 31, 2005	31, 2006
SECURITIES	Estimated average burden	en
	hours her response	C

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Case 1:05-cv-11165-WGY

Filed 12/02/2005 (6-0-5) (6-0-5) SEC 1474 Ownership 6. | 7. Nature Ownership of Indirect Beneficial 7. Nature (Instr. 4) 6. Individual or Joint/Group Filing (Check Applicable Line)

X. Form filed by One Reporting Person

Form filed by More than One Reporting Person Other (specify below) or Indirect Direct (D) 5. Relationship of Reporting Person(s) to Issuer (Instr. 4) Form:
 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
 VP Fin Admin & CFO (Check all applicable) 5. Amount of Securities Beneficially Owned Following Reported X_ Officer (give title below) (Instr. 3 and 4) Transaction(s) \$21.525 | 927 Director 2A. Deemed | 3. | 4. Securities Acquired Execution Date, if | Transaction | (A) or Disposed of (D) 4. Securities Acquired Price (Instr. 3, 4 and 5) Amount (D) (\mathbf{F}) ö Д 2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC 4. If Amendment, Date Original Filed (Month/Day/Year) 100 Date of Earliest Transaction (Month/Day/Year) > (Month/Day/Year) (Instr. 8) Code $G_{(i)}^{(i)}$ Code 2A. Deemed (Month/Day/Year) any 07/09/2003 [bcgi] 2, Transaction 07/09/2003 (Middle) (Zip) Name and Address of Reporting Person (Street) (State) (First) WALKER KAREN A Print or Type Responses) Common Stock 1. Fitle of Security (City) (1.ast) (Instr. 3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

contained in this form are not required to respond unless the Persons who respond to the collection of information form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

Page 60 of 65

	10. Ownership of Indirect G9 Form of Beneficial Derivative Ownership Security: (Instr. 4)
	8. Price of 9. Number 10. 11. Nature Derivative of Ownership of Indirect Security Derivative Form of Beneficials (Instr. 5) Beneficially Security: (Instr. 4)
	8. Price of 9. Number 1 Derivative of Security Derivative F (Instr. 5) Securities E Beneficially S
	8. Price of 9. l Derivative of Security De (Instr. 5) Sec
ities)	7. Title and 8. Price of 9. Number 10. Amount of Derivative of Own Underlying Security Derivative Form Securities (Instr. 5) Beneficially Securities
[e.g., puts, calls, warrants, options, convertible securities]	5. Number 6. Date Exercisable of and Expiration Date Derivative (Month/Day/Year) Securities Acquired
irrants, opti	5. Number of Derivative Securities Acquired
uts. calls, wa	f Transaction Code
(e.g., D	Deemed cution Dannth/Day
	ansaction tth/Day/Year)
	2. 3. Tra Conversion Date or Exercise (Mor Price of Derivative
•	I. Title of Derivative Security (lustr 3)

Ownership Submission Security		(A) or Disposed		4		Owned	Pag Direct (D) 0, Indirect	Page 2 of .
		of (D) (Instr. 3, 4, and 5)				Reported (1) Transaction (Instr. 4) (s)	(I) (Instr. 4)	
			Date Expúr Exercisable Date	Expiration Date	Expiration Title Number of	(Instr. 4)		
	Code	Code V (A) (D)			Shares			

Reporting Owners

			Relationships	
Reporting Owner Name / Address	Director 10	Director 10% Owner Officer	Officer	Other
WALKER KAREN A			VP Fin Admin & CFO	

Signatures

07/09/2003	Date 11/03
Karen A. Walker	Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff
 - (1) Charitable Gift

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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. 9 of of other collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. 9 of other collection of information contained in this form are not required to respond to the collection of information contained in this form are not required to respond to the collection of information contained in this form are not required to respond to the collection of information contained in this form are not required to respond to the collection of information of information contained in this form are not required to respond to the collection of information contained in this form are not required to respond to the collection of information of information contained in this form are not respond to the collection of information contained in this form are not respond to the collection of information of information of information contained in this form are not respond to the collection of information of inf

rom:

EDGAR.POSTMASTER@sec.gov

sent:

Friday, July 11, 2003 10:59 AM

To:

kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net

ACCEPTED FORM TYPE 4 (0001181431-03-013813) Subject:

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

FORM TYPE:

NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 11-Jul-2003 14:59

ACCEPTED DATE:

11-Jul-2003 14:59

FILING DATE:

11-Ju1-2003 14:59

TEST FILING:

NO

CONFIRMING COPY:

NO

ACCESSION NUMBER: 0001181431-03-013813

FILE NUMBER(S):

1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK:

0001198583

OWNER:

WALKER KAREN A

FORM TYPE:

FILE NUMBER(S):

1. 000-28432

ISSUER:

2. CIK:

0001012887

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

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NOTICE -----

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4	
Form	
SEC I	1

SEC FORM 4					10/00004 0440
FORM 4	UNITED ST	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	EXCHANGE COMMIS	SION	TWO WALLS TO THE TANK
[] Check this box if no longer subject to Section 16. Form 4 or	STA	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	VEFICIAL OWNERSHIP		OMB Number: 3235-0287
5 obligations may continue. See Instruction 1(b).	Filed pursuant to Holding (Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	ct of 1934, Section 17(a) of the Publ e Investment Company Act of 1940	lic Utility	Expires: January 31, 2005 Estimated average burden hours per response 0,5
Name and Address of Reporting Person Walker, Karen		2. Issuer Name and Ticker or Trading Symbol	4. Statement for (Month/Day/Year	6, Relationshi	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First)	(Middle)	Boston Communications Group begi	04/21/2003	Director 10% Owner Give title below)	10% Owner (specify below) Other (specify below)
Suite100	The state of the s	3. I.R.S. Identification	5. If Amendment,	Description	VP Fin Admin & CFO
(Street) Woburn, MA 01801	Proposition of the Control of the Co	Number of Reporting Person, if an entity (voluntary)	Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable	Line
(City) (State)	(diZ)			X Form filed Form filed	X Form filed by One Reporting Person Form filed by More than One Reporting Person

5,316

	11. Nature of Indirect Beneficial Ownership (Instr 4)
	10. Owner- ship Form of Deriv- ative
	9. Number of 10. Derivative Owr Securities ship Beneficially Forr Owned Derivative Following attives
	8. Price of Derivative Security (Instr.5)
of, or Beneficially Owned rtible securities)	7. Title and Amount of Underfying Securities (Instr. 3 and 4)
 Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 	6. Date Exercisable(DE) 7. Title and Amount of and Expiration Date(ED) (Instr. 3 and 4) (Month/Day/Year)
e II - Derivative Secu (e.g., puts, calls	5 Number of Derivative Securities Acquired (A) or Disposed Of (D)
Table II	4, Transaction Code (Instr.8)
	3A. Deemed Execution Date, if any
	3. 3A. 4. Transaction Deemed Transa Date Execution Code Date if (Inst Day)
	2. Conversion of Exercise Price of Derivative valive
	1 Little of Derivative Security (Instr. 3)

Page 2 of 2

SEC 1474 (9-02)

Reported Securities: Transaction Direct (D)	(instr.4)	۵
Reported Transaction (s)	(Instr.4)	79,165
		\$13.00
	Amount or Number of Shares	5,316
	Title	Common Stock
	ED	8/25/2010
	30	(1)
r. 3, 4 and	D	5,316
(Instr. 3, 5)	∢	<u>. </u>
	>	
·	Code	×
(Month/ Day/ Year)		
Year)		04/21/2003
Security Year)		\$13.00
		Common Stock (Right to Buy)

Explanation of Responses:

*Pursuant to a 10b5-1 Plan.

(1) Exercisable in three equal installments commencing on the anniversary date.

\<u>s</u>

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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EDGAR.POSTMASTER@sec.gov From: Tuesday, April 22, 2003 2:07 PM Sent:

kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net To:

ACCEPTED FORM TYPE 4 (0001181431-03-006031) Subject:

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

BOSTON COMMUNICATIONS GROUP INC COMPANY:

NUMBER OF DOCUMENTS: 1 FORM TYPE:

22-Apr-2003 18:07 ACCEPTED DATE: RECEIVED DATE: 22-Apr-2003 18:07

FILING DATE: 23-Apr-2003 08:00

CONFIRMING COPY: NO TEST FILING: NO

ACCESSION NUMBER: 0001181431-03-006031

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY (S):

1. CIK: 0001012887

> BOSTON COMMUNICATIONS GROUP INC COMPANY:

FORM TYPE: 4 FILE NUMBER(S): 1. 000-28432

FILED BY:

2. CIK: 0001198583

WALKER KAREN A FILER:

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URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

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We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions. .

Exhibit 29 - Part 2

Page 1 of 2

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FORM 4	UNITED S	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	EXCHANGE COMMIS:	NOIS	OMB APPROVAL
[] Check this box if no longer subject to Section 16. Form 4 or Form	*****	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	VEFICIAL OWNERSHIP		Vumber: 3:
5 obligations may continue. See Instruction 1(b).	Filed pursuant to Section 1 Holding Company	Section 16(a) of the Securities Exchange Ar Company Act of 1935 or Section 30(h) of the	16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility / Act of 1935 or Section 30(h) of the Investment Company Act of 1940	lic Utility	Expires: January 31, 2005 Estimated average burden hours per response 0.5
I. Name and Address of Reporting Person Walker, Karen		2. Issuer Name and Ticker or Trading Symbol	4. Statement for (Month/Day/Year	6. Relationship	 Relationship of Reporting Person(s) to Issuer (Check all applicable)
Last) an Road	(First) (Middle)	Boston Communications Group begi	04/17/2003	Director 10% Owner	0% Owner title below)Other (specify below)
Suite100	e e e e e e e e e e e e e e e e e e e	3. I.R.S. Identification	5. If Amendment,	Description	VP Fin Admin & CEO
(Street) Woburn, MA 01801	(Street)	Person, if an entity (voluntary)	Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable	Individual or JoinVGroup Filing (Check Applicable Line)
(City) (State)	ate) (Zip)			X Form filed t	X Form filed by One Reporting Person
				Form filed (Form filed by More than One Reporting Person
	•	The state of the s			

		Tabl	e I - Nor	-Deriv	ative Securities Acquired	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	tally Owned			
1. Title of Security (Instr. 3)	2.Transaction Date (Month/Day/Year)	2.Transaction 2.A. Deemed Date Execution (Month/Day/Year) Date, if any (Month/Day/Year)	3. Transacti Code (Instr.	uo (8	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)	or Disposed Of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction (s)	6. Owner- ship Forn: Direct (D) or Indirect	6. Owner- 7. Nature of ship form: Beneficial Direct Ownership or (Instr 4) Indirect (Instr 4)
			Code	>	Amount	Α⁄D	Price	(Instr. 3 and 4)	(Instr. 4)	
Common Stock	04/17/2003		'n		6,400	a	\$17,5897	1,027	Q	
Common Stack	04/17/2003	-	3,		8,018	G	\$18.1173	1,027	٥	

	11. Nature of Indirect Beneficial Ownership.
:	10. Owner- ship Form of
	9. Number of 10. Derivative Owner- Securities ship Beneficially Form of
_	8. Price of Derivative Security
of, or Beneficially Owned rtible securities)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)
Table II - Derivative Secu (e.g., puts, calls	5 Number of Derivative Securities Acquired (A)
Table	ransaction Deemed Transaction Derivative Secution Code Secution Date, if (Instr.8) Acquired (A
	3A. 4. Deemed Trans. Execution Code Date, if (Ins.
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	I filte of 2. Conver- 3. Derivative sion or Trans. Recurity Exercise Date (linstr.
	1 Fitte of Derivative Security (Instr.

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4/18/2003

Case 1:05-cv-11165-WGY Docume				
(Instr 4)				
Deriv- ative Securities. Direct (D) or	inallect (1) (Instr.4)	۵	۵	۵
E _ 0	(Instr.4)	96,299	92,499	84,481
(Instr.5)		\$8.625	\$7.58	\$13.00
	Amount or Number of Shares	2,600	3,800	8,018
	Title	Common Stock	Common Stock	Common Stock
	ED	2/3/2009	1/25/2012	8/25/2010
	DE	(1)	2/28/2003	(2)
or Disposed Of (D) (Instr. 3, 4 and 5)	D	2,600	3,800	8,018
or D (D) (Inst	٧			
	>			
<u> </u>	Code	×	×	×
any (Month/ Day/ Year)				
(Month/ Day/ Year)		04/17/2003	04/17/2003	04/17/2003
Deri- vative Security		\$8.625	\$7.58	\$13.00
3)		Common Stock (Right to Buy)	Common Stock (Right to Buy)	Common Stock (Right to Buy)

Explanation of Responses:

*Pursuant to a 10b5-1 Plan.

(1) Exercisable in five equal installments commencing on the anniversary date. (2) Exercisable in three equal installments commencing on the anniversary date. 13 Dr

** Signature of Reporting Person

\S_

Date: 4/18/03

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for

procedure, Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

From:

EDGAR.POSTMASTER@sec.gov Monday, April 21, 2003 8:49 AM

Sent: To:

kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net

Subject:

ACCEPTED FORM TYPE 4 (0001181431-03-005932)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1
RECEIVED DATE: 21-Apr-2003 12:49 ACCEPTED DATE: 21

21-Apr-2003 12:49

TEST FILING:

FILING DATE:

CONFIRMING COPY:

NO

21-Apr-2003 12:49

ACCESSION NUMBER: 0001181431-03-005932

FILE NUMBER(S):

1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK:

0001012887

COMPANY:

BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 FILE NUMBER(S):

1. 000-28432

FILED BY:

2. CIK:

0001198583

FILER:

WALKER KAREN A

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[] Check this box if no longer	UNITED STATES SECONITIES AND LAY Washington, D.C. 20549	SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	NOIS
subject to Section 16. Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	VEFICIAL OWNERSHIP	OMB Number: 3235-0287
gations may continue. nstruction 1(b).	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	6(a) of the Securities Exchange Act of 1934, Section 17(a) of the Publi Act of 1935 or Section 30(h) of the Investment Company Act of 1940	Expires: January 31, 2005 Estimated average burden hours per response 0.5
1 Name and Address of Reporting Person Waiker Karen	2. Issuer Name and Ticker or Trading Symbol	4. Statement for (Month/Day/Year	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle)	Boston Communications Group bogi	03/21/2003	
Suite 100	3,	5. If Amendment,	Description VP Fin Admin & CFO
(Street) Woburn, MA 01801	Number of Keporing Person, if an entity (voluntary)	Date of Original (Month/Day/Year)	7 Individual or Joint/Group Filing (Check Applicable Line)
(City) (State) (Zi	(d <u>i</u> Z)		X Form filed by One Reporting Person Form filed by More than One Reporting Person

		Tabl	G-Non-D	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	d, Disposed of, or Benefici	ally Owned			
1. Fille of Security (Instr. 3)	2. Transaction 2A. Deemed Date Execution (Month/Day/Year) Date, if any (Month/Day/	1 >-	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)	or Disposed Of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction (s)	6. Ownership Ship Form: Direct (D) or Indirect	6. Owner- 7. Nature of ship Form: Beneficial Direct Ownership or (Instr 4) (Indirect (I)
			Code	V Amount	A/D	Price	(Instr. 3 and 4)	(Instr. 4)	
	0212472003		*or	6,667	Q	\$15.95	1,027	O	
Common Stock	03/2/1/2003				**************************************				

	11 Nature of Indirect Beneficial Ownership (Instr 4)
	10. Owner- ship Form of Deriv- ative
	9 Number of 10. Derivative Securities ship Form of Owned Derivative Substitution of the collowing alive
	8. Price of Derivative Security (Instr.5)
of, or Beneficially Owned rtible securities)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	6. Date Exercisable(DE) 7. Title and Amount of and and Expiration Date(ED) (Instr. 3 and 4) (Month/Day/Year)
ie ii - Derivative Secu (e.g., puts, calls	5. Number of Securities Securities Acquired (A) or Disposed Of (D)
Tabi	3. 3A. 4. Transaction Deemed Transaction Execution Code Date (Month/ any Day/
	3A. Deemed Execution Date, if any
	3. Transaction Date (Month/ Day/
	2. Conversion or Exercise Price of Derroyaltive
	1 Little of Derivative Security (Instr.

SEC 1474 (9-02)

Ca	ase 1:0)5-cv-111	65-WGY
Securities. Direct (D) or	(Instr.4)	۵	0
Reported Securities. Transaction Direct (D) or (s)	(Instr.4)	100,566	98,899
		\$8.625	\$7.75
	Amount or Number of Shares	5,000	1,667
	Title	Common Stock	Common Stock
	ED	2/3/2009	10/10/2011 Common Stock
	DE	€	(2)
(Instr. 3, 4 and	Q	5,000	1,667
(Inst	∢.		
	>		
	Code	×	×
(Month/ Day/ Year)			
Year)		03/21/2003	03/21/2003
Security Year)		\$8.625	\$7.75
		Common Stock (Right to \$8.625 Buy)	Common Stock (Right to Buy)

Explanation of Responses:

*Pursuant to a 10b5-1 Plan.

(2) Exercisable in three equal installments commencing on the anniversary date. (1) Exercisable in five equal installments commencing on the anniversary date.

.: :: /s/ " Signature of Reporting Person

Date:

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 Intentional missiatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
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procedure.

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3/24/2003

rom: EDGAR.POSTMASTER@sec.gov Monday, March 24, 2003 11:58 AM

Sent: Monday, March 24, 2003 11.56 AM

To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net

Subject: ACCEPTED FORM TYPE 4 (0001181431-03-004695)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

FORM TYPE: 4

RECEIVED DATE: 24-Mar-2003 16:58

ACCEPTED DATE: 24-Mar-2003 16:58

FILING DATE: 24-Mar-2003 16:58

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-004695

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4
FILE NUMBER(S):
1. 000-28432

FILED BY:

2. CIK: 0001198583 FILER: WALKER KAREN A

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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 [1 Check this box if no longer support to Section 16] of the Public Section 16. Form 4 or Fulling Company Act of 1935 or Section 30(t) of the Investment Company Act of 1935 or Section 30(t) of the Investment Company Act of 1935 or Section 30(t) of the Investment Company Act of 1935 or Section 30(t) of the Investment Company Act of 1935 or Section 30(t) of the Investment Company Act of 1935 or Section 30(t) of the Investment for and Ticker or Trading Symbol Walker, Karen Walker, Karen Woburn, MA 01801 (City) (State) (Zip) (Middle) (Zip) (City) (State) (Zip) (Alicial) (Zip) (DISC FOILE 4						_
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol (Month/Day/Year (Month/Day/Year (Middle)) Boston Communications Group (Anoth/Day/Year (Month/Day/Year (Month/Day/Year (Month/Day/Year (Month/Day/Year)) 3. I.R.S. Identification (Month/Day/Year (Month/Day/Year)) Person, if an entity (Month/Day/Year) (Zip) X. Form filed by One Report	FORM 4	UNITED S	TATES SECURITIES AND I	EXCHANGE COMMIS:	NOIS	OMB APPROVAL	
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility 2. Issuer Name and Ticker or Trading Symbol (Middle) Boston Communications Group 3. I.R.S. Identification Number of Reporting Person, if an entity (Month/Day/Year) Street) Street) (State) (State) 2. Issuer Name and Ticker or Trading Symbol (Month/Day/Year Street) 3. I.R.S. Identification Number of Reporting (Month/Day/Year) (Month/Day/Year) (Anonth/Day/Year) (Anonth	[] Check this box if no longer subject to Section 16. Form 4 or Form	71S	ATEMENT OF CHANGES IN BEN	NEFICIAL OWNERSHIP		OMB Number 3235 0287	-
2. issuer Name and Ticker or Trading Symbol (Month/Day/Year (Check all a Eboston Communications Group begi 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) (Zip) 2. issuer Name and Ticker or Trading Symbol (Month/Day/Year (Check all a Check Applicable Lagrange (Check Applicable Lagrange)	5 obligations may continue. See Instruction 1(b).	Filed pursuant to Holding	Section 16(a) of the Securities Exchange As Company Act of 1935 or Section 30(h) of the	kct of 1934, Section 17(a) of the Publi ne Investment Company Act of 1940	ic Utility	Expires: January 31, 2005 Estimated average burden hours per response 0.5	
(First) (Middle) bogi bogi bogi bogi (Street) (Street) (Street) (State	Name and Address of Reporting Per Walker, Karen	.uosi	2. Issuer Name and Ticker or Trading Symbol	4, Statement for (Month/Day/Year	6. Refationship	of Reporting Person(s) to Issuer (Check all applicable)	
(State) (State		(Mid	5	03/20/2003	Director 1 X Officer (give		
(State) (State	•		3. I.R.S. Identification	5. If Amendment,	Description	VP Fin Admin & CFQ	
(State) (Zip) X	(Street) Woburn, MA 01801		Number of Reporting Person, if an entity (voluntary)	Date of Original (Month/Day/Year)	7. Individual or Filing (Chec	Loint/Group k Applicable Line)	
		(Zip)			X Form filed Form filed	by One Reporting P⊾rson by More than One Reporting Person	

		Tabl	e I - Non	-Deriv	ative Securities Acquired	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	ially Owned		j	9-1-1-1-1
1. Title of Security (Instr. 3)	2.Transaction Date (Month/Day/Year)	2.Transaction 2A. Deemed Date Execution (Month/Day/Year) Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)	or Disposed Of (D)		Securities ship Indirect Securities ship Indirect Securities Ship Indirect Ownership Direct Councership Reported or Transaction (1)	6. Cwner- ship Form: Direct (D) of Indirect	f. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	>	Amount	A/D	Price	(Instr. 3 and 4)	(Instr. 4)	
Common Stock	03/20/2003		ď		8,134	D	\$14.967	1,027	a	
Common Stock	03/20/2003		.		8, 134	O		\$14.967		

	11. Nature of Indirect Beneficial Ownership (Instr.4)
	10. Owner- ship Form of Deriv- ative
	9. Number of Derivative Couner-Securities ship Beneficially Form of Couned Deriv-Following ative
_	8. Price of Derivative Security (Instr.5)
of, or Beneficially Owner rtible securities)	7. Title and Amount of Underlying Secutifies (Instr. 3 and 4)
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	6. Date Exercisable(DE) 7. Title and Amount of and and Expiration Date(ED) (Instr. 3 and 4) (Month/Day/Year)
e II - Derivative Secu (e.g., puts, calls	Number of vivative Securities quired (A) or Disposed Of)
Tabl	Couver- 3, 3A. 4, 5. 5. sion or Transaction Deemed Transaction De Execution Code Price of Date, if (Instr.8) Ac Date, if (Instr.8) Ac John valive Day/
	3A. Deemed Execution Date, if any
	3. Transaction Date (Month/ Day/
	'''
	1. Title of Derivative Security (Instr. 3)

SEC 1474 (9-02)

3/21/2003

11.11. 1/1. mild com/ webdron/notfile/md6540 htm

Ca	ase 1:0	5-cv-111	65-WGY
Securities: Direct (D) or	(Instr.4)	٥	Q
Reported Securilies: Transaction Direct (D) or (s)	(Instr.4)	108,900	105,566
		\$4.875	\$6.4375
	Amount or Number of Shares	4,800	3,334
•	Тие	Common Stock	Common Stock
	ED	4/29/2007	4/6/2011
	出	(1)	(2)
(Instr. 3, 4 and	٥	4,800	3,334
(Insti	4	_	
	>		
	Code	×	×
(Month/ Day/ Year)			
Year)		03/20/2003	03/20/2003
Security Year)		\$4.875	\$6.4375
		Common Stock (Right to \$4.875 Buy)	Common Stock (Right to Buy)

Explanation of Responses:

(1) Exercisable in five equal installments commencing on the anniversary date. (2) Exercisable in three equal installments commencing on the anniversary date. *Pursuant to a 10b5-1 Plan.

By:

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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rom:

Sent:

EDGAR POSTMASTER@sec.gov Friday, March 21, 2003 8:13 AM

kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net To:

ACCEPTED FORM TYPE 4 (0001181431-03-004594) Subject:

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

BOSTON COMMUNICATIONS GROUP INC COMPANY:

NUMBER OF DOCUMENTS: 1 FORM TYPE:

21-Mar-2003 13:13 ACCEPTED DATE: RECEIVED DATE: 21-Mar-2003 13:13

21-Mar-2003 13:13 FILING DATE:

CONFIRMING COPY: NO TEST FILING: NO

ACCESSION NUMBER: 0001181431-03-004594

FILE NUMBER(S): 1.000 - 28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

0001012887 1. CIK:

BOSTON COMMUNICATIONS GROUP INC COMPANY:

FORM TYPE: 4 FILE NUMBER(S): 1. 000-28432

FILED BY:

0001198583 2. CIK:

WALKER KAREN A FILER:

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Form	
SEC	

FORM 4 UNITE Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	UNITED STATES SECURITIES AND EXCHANGE COMM Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549		OMB APPROVAL
Eiled pur	STATEMENT OF CHANGES IN BEN			
Filed pur		IEFICIAL OWNERSHIP	OMB Number: 3235-0287	3235-0287
	Filed pursuant to Section 16(a) of the Securities Exchange Ac Holding Company Act of 1935 or Section 30(h) of the	16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Act of 1935 or Section 30(th) of the Investment Company Act of 1940	Expires: January 31, 2005 Estimated average burden hours per response 0.5	ry 31, 2005 age burden onse 0.5
1 Name and Address of Reporting Person Walker, Karen	2. Issuer Name and Ticker or Trading Symbol	4. Statement for (Month/Day/Year	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	erson(s) to Issuer plicable)
(Last) (First) (Middle)	Boston Communications Group bcgi	03/19/2003	Director 10% Owner X Officer (give title below)	_ Other (specify below)
Suite100	3. I.R.S. Identification	5. If Amendment,	Description VP Fin Admin & CFQ	nin & CFO
(Street) Woburn, MA 01801	Person, if an entity (voluntary)	Date of Original (Month/Day/Year)	7, Individual or Joint/Group Filing (Check Applicable Line)	(a)
(City) (State) (Zip)			X Form filed by One Reporting Person	ng Person
			Form filed by More than One Reporting Person	пе керопла Регѕоп

		Tabl	e I - Non	-Deriva	ative Securities Acquired	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	ally Owned			
1. Titte of Security (Instr. 3)	2. Transaction 2A. Deemed Date Execution (Month/Day/Year) Date, if any (Month/Day/	2A, Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	<u> </u>	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)	or Disposed Of (D)		5. Amount of S. Owner-Securities ship indirect Beneficially Form: Beneficial Owned Cownersh (D) Reported or Transaction (I)	6. Owner- ship Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	>	Amount	ΑD	Price	(Instr. 3 and 4)	(Instr. 4)	
Common Stock	03/19/2003		*5		200	D	\$14,95	1,027	О	

_	Nature of indirect Beneficial Ownership (Instr 4)
	11. Nature of indirect Beneficial Ownershi
	10. Owner- ship Form of Deriv- ative
ŀ	9. Number of 10. Derivative Securities ship Beneficially Cowned Following alive
ъ	8. Price of Derivative Security (Instr.5)
of, or Beneficially Owner artible securities)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	6. Date Exercisable(DE) 7. Title and Amount of and and Expiration Date(ED) (Instr. 3 and 4) (Month/Day/Year)
e II - Derivative Secu (e.g., puts, calls	5. Number of Derivative Securities Acquired (A) or Disposed Of (D)
Tabl	ction r.8)
	3A. Deemed Execution Date. if any
	3, Transaction Deemed Transa Date Execution Code Date If (Inst Day)
	2, Conversion or Exercise Price of Deriverse vative
	1. Title of Derivative Security (Instr. 3)

Page 2 of 2

Ca	se 1:0	5-cv-111
12 6		
Securities Direct (D) or	(Instr 4)	O
Reported Secunities: Transaction Direct (D) (s)	(Instr.4)	113,700
		\$4.875
•	Amount or Number of Shares	200
	Title	Common Stock
	ED	4/29/2007
	DE	(1)
. 3, 4 and	Q	200
(Instr. 3, 5)	Ą	
	۸	
	Code	×
(Month/ Day/ Year)		
Year)		03/19/2003
Security Year)		\$4.875
		Common Stock (Right To \$4.875 Buy)

Explanation of Responses:

(1) Exercisable in five equal installments commencing on the anniversary date. *Pursuant to a 10b5-1 Plan.

しこうび T of 1 /S/

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for

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3/20/2003

EDGAR.POSTMASTER@sec.gov rom: Thursday, March 20, 2003 10:05 AM Sent:

kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net To:

ACCEPTED FORM TYPE 4 (0001181431-03-004544) Subject:

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

BOSTON COMMUNICATIONS GROUP INC COMPANY:

NUMBER OF DOCUMENTS: 1 FORM TYPE:

20-Mar-2003 15:05 RECEIVED DATE: 20-Mar-2003 15:05 ACCEPTED DATE:

FILING DATE: 20-Mar-2003 15:05

TEST FILING: NO CONFIRMING COPY: ИО

ACCESSION NUMBER: 0001181431-03-004544

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887

BOSTON COMMUNICATIONS GROUP INC COMPANY:

FORM TYPE: FILE NUMBER(S): 1. 000-28432

FILED BY:

0001198583 2. CIK: FILER: WALKER KAREN A

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We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

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OEC FORM 4					
FORM 4	UNITED STATE	FATES SECURITIES AND EX(Washington, D.C. 20549	S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	NOIS	OMB APPROVAL
[] Check this box if no longer subject to Section 16. Form 4 or Form	STA	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	VEFICIAL OWNERSHIP	Ō	OMB Number: 3235-0287
5 obligations may continue. See Instruction 1(b).	Filed pursuant to Holding (Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	ct of 1934, Section 17(a) of the Public e Investment Company Act of 1940		Expires: January 31, ztub Estimated average burden hours per response 0.5
Name and Address of Reporting Person Walker, Karen	erson	2. Issuer Name and Ticker or Trading Symbol	4. Statement for (Month/Day/Year	6. Relationship of	Relationship of Reporting Person(s) to Issuer (Check all applicable)
(F)	st) (Middle)		03/13/2003	Director 10% Owner Officer (give title below)	6 Owner le below) Other (specify below)
Suite100	programme (see dam) on one of the contract of	3, I.R.S. Identification	5. If Amendment,	Description	VP Fin Admin & CFO
(Street) Woburn, MA 01801		Number of Reporting Person, if an entity (votuntary)	Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable	Individual or Joint/Group Filing (Check Applicable Line)
(City) (State)	(djZ)			X Form filed by Form filed by	Yerm filed by One Reporting Person Form filed by More than One Reporting Person

		Tabl	e I - Non	-Deriva	tive Securities Acquired	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	ally Owned			
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction 2A. Deemed Date Execution (Month/Day/Year) Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	tion 7	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)	or Disposed Of (D)		5. Amount of Securities ship Beneficially Securities Porm: Beneficially Owned Direct Ownership (D) Reported Or Transaction (I)	6. Owner- ship Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	>	Amount	Α/D	Price	(Instr. 3 and 4)	(Instr. 4)	
Common Stock	03/13/2003		ŝ		5,000	O	\$13,9501	1,027	a	
				1						

	11 Nature of Indirect Beneficial Ownership (Instr 4)
	t0 Owner ship Form oil Deriv- ative
	9. Number of 10 Derivative Own Securities ship Beneficially Forn Owned Peri
-	8. Price of Derivative Security (Instr 5)
of, or Beneficially Ownec rtible securities)	7, Title and Amount of Underlying Securities (Instr. 3 and 4)
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	6. Date Exercisable(DE) 7. Title and Amount of and and Expiration Date(ED) (Instr. 3 and 4) (Month/Day/Year)
e II - Derivative Secu (e.g., puts, calls	5. Number of Derivative Securities Acquired (A) or Disposed Of (D)
Tabl	Convinsion 13. 34. 4. Transaction 5 sion or Transaction Deemed Transaction Code Exercise Date (Month/ any (Instr.8) Price of (Month/ any (Instr.8) Price of (Month/ any (Instr.8) Price of (Month/ any (Instr.8) Price of (Month/ any (Instr.8) Price of (Month/ any (Instr.8) Price of (Month/ any (Instr.8) Price of (Month/ any (Instr.8) Price of (Month/ any (Instr.8) Price of (Instr.8) Price of (Month/ any (Instr.8) Price of (Instr.8) Price of (Month/ any (Instr.8) Price of (Instr.8) Price
	3A. Deemed Execution Date, if any
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acunties: frect (D)	indirect (!) (Instr.4)	a
Reported Securities: Transaction Direct (D) or	(Instr.4) In	113,900
		\$4.875
	Amount or Number of Shares	5,000
	Title	Common
	ED	4/29/1997
	DE	(1)
r. 3, 4 and	٥	5,000
(Instr. 3, 5)	∢	
	>	
	Code	×
(Month/ Day/ Year)		
Year)		03/13/2003
Security Year)		\$4.875
		Common Stock (Right To \$4.875 Buy)

Explanation of Responses:

(1) Exercisable in five equal installments commencing on the anniversary date. *Pursuant to a 10b5-1 Plan.

Ŝ ℧ /S/

Date:

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

" If the form is filed by more than one reporting person, see Instruction 4(b)(v).
" Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
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From: EDGAR.POSTMASTER@sec.gov Sent: Friday, March 14, 2003 11:31 AM

To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net

Subject: ACCEPTED FORM TYPE 4 (0001181431-03-004308)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 14-Mar-2003 16:31 ACCEPTED DATE: 14-Mar-2003 16:31

FILING DATE: 14-Mar-2003 16:31

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-004308

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4
FILE NUMBER(S):
1. 000-28432

FILED BY:

2. CIK: 0001198583 FILER: WALKER KAREN A

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FORM 4	UNITED STATES	m	SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	NOIS	OMB APPROVAL
I J Check this box if no longer subject to Section 16. Form 4 or		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	NEFICIAL OWNERSHIP		OMB Number: 3235-0287
5 obligations may continue. See Instruction 1(b).	Filed pursuant to Section 'Holding Company		6(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Act of 1935 or Section 30(h) of the Investment Company Act of 1940	c Utility	Expires: January 31, 2005 Estimated average burden hours per response 0.5
Name and Address of Reporting Person Walker, Karen) Person*	2. Issuer Name and Ticker or Trading Symbol	4. Stalement for (Month/Day/Year	6. Relationship	 Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First)	(Niddle)	Boston Communications Group begi	02/21/2003	Director10% Owner X Officer (give title below)	0% Owner (specify below) Other (specify below)
Suite 100	The state of the s	3. I.R.S. Identification	5. If Amendment,	Description	VP Fin Admin & CFO
(Street) Woburn, MA 01801	(te	Number of Reporting Person, if an entity (voluntary)	Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable	Individual or Joint/Group Filing (Check Applicable Line)
(City) (State)	(Zip)			X Form filed Form filed	X Form filed by One Reporting Person Form filed by More than One Reporting Person

		Tabk	G-Non-D	erivative Securities Acquin	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	ally Owned			
1. Title of Security (Instr 3)	2.Transaction 2A. Deemed Date Execution (Month/Day/Year) (Month/Day/Year)	1 5	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)	l) or Disposed Of (D)		5. Amount of S. Owner-Securities ship Beneficially Form: Beneficially Owned Direct Ownership (D) Connect Collowing (D) (Instr. 4) Transaction (I)	6. Owner- ship Form: Direct (D) or Indirect	7. Nature of Indurect Beneficial Ownership (Instr. 4)
			Code	/ Amount	AVD	Price	(Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/06/2003		†s	10,247	0	\$13.0462	1,027	O	

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2/20/2003

	11. Nature of indirect Beneficial Ownership (Instr.4)	
	10. Ownership Ship Form of Derivative ative Securities: Direct (D) or Indirect (I)	
	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (s)	
wned	8. Price of Derivative Security (Instr.5)	
l of, or Beneficially Overtible securities)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
sposec , conv	7. Titl Un (In	Title
:quired, Die ts, options	6. Date Exercisable (DE) and Expiration Date (ED) (Month/Day/Year)	ED
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	6. Date Exercisable (DE) and Expiration Date (ED) (Month/Day/Yea	DE
	5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	۵
	5. Nur of Deriva Sec Acqui (A) or Dispo (D)	∢
	ansaction ode (Instr.8)	>
	Trans Code (IN	Code
	3A. Deemed Execution Date, if any (Month/ Day/ Year)	
	3. 3A. 4. 5. Number 6 Transaction Deemed Transaction of Date Date, if (Instr.8) Acquired Day/ (Month/ any (Month/ Day/ (Month/ Day/ Day/ (Month/ Pear) Day/ (Month/ Day/ (Month/ Day/ (A) (D) Day/ (D) (D) Year)	
	2. Conversion or Sion or Exercise Price of Derivative valive	
	1. Title of Derivative Security (Instr. 3)	· · · · · · · · · · · · · · · · · · ·

SEC 1474 (9-02)

Page 3 of 3

Explanation of Responses:

To correct on previously reported number of Non-Derivative Securities beneficially owned following reported transaction. *Pursuant to a 10b5-1 Plan

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** Signature of Reporting Person

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see instruction 4(b)(v).
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
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rom: sent:

EDGAR.POSTMASTER@sec.gov Friday, February 21, 2003 4:41 AM

To: Subject: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net ACCEPTED FORM TYPE 4/A (0001181431-03-003125)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

BOSTON COMMUNICATIONS GROUP INC COMPANY:

NUMBER OF DOCUMENTS: 1 FORM TYPE: 4/A

RECEIVED DATE: 21-Feb-2003 09:41 ACCEPTED DATE: 21-Feb-2003 09:41

21-Feb-2003 09:41 FILING DATE:

CONFIRMING COPY: NO TEST FILING: NO

ACCESSION NUMBER: 0001181431-03-003125

FILE NUMBER(S):

1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887

BOSTON COMMUNICATIONS GROUP INC COMPANY:

FORM TYPE: 4/A FILE NUMBER(S): 1.000 - 28432

FILED BY:

2. CIK: 0001198583 .

WALKER KAREN A FILER:

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FORM 4		UNITED STATE	TATES SECURITIES AND EXC	S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	NOIS	OMB APPROVAL
[] Check this box if no longer subject to Section 16. Form 4 or Form	Jer 4 or	STA	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	VEFICIAL OWNERSHIP		OMB Number: 3235-0287
5 obligations may continue. See Instruction 1(b).		Filed pursuant to Holding (Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Pub Holding Company Act of 1935 or Section 36(h) of the Investment Company Act of 1940	16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility y Act of 1935 or Section 30(h) of the Investment Company Act of 1940	c Utility	Expires: January 31, 2005 Estimated average burden hours per response0.5
1 Name and Address of Reporting Person Walker,Karen	orting Person		2. Issuer Name and Ticker or Trading Symbol	4. Statement for (Month/Day/Year	6. Relationship	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Last) in Road	(First)	(Middle)	Boston Communications Group begi	02/06/2003	Director 10% Owner X Officer (give title below)	0% Owner title below)Other (specify below)
Suite100	Alexander - 1999, Leading of the Confession of the Leading of the	والمعادية المالية والمالية وال	3. I.R.S. Identification Number of Renorting	5. If Amendment,	Description	VP Fin Admin & CFO
Woburn, MA 01801	(Street)	And the state of t	Person, if an entity (voluntary)	Date of Original (Month/Day/Year)	7. Individual or JoinVGroup Filing (Check Applicable	Individual or Joint/Group Filing (Check Applicable Line)
(City)	(State)	(Zip)			X Form filed t	X Form filed by One Reporting Person
					Form filed t	Form filed by More than One Reporting Person

		Tabl	e I - Nor	n-Deriv	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	Disposed of, or Benefici	ally Owned			
1 Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2.Transaction 2A. Deemed Date Execution (Month/Day/Year) Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)	r Disposed Of (D)		5. Amount of 6. Owner- 7. Nature of Securities stup Beneficially Form: Beneficially Direct Owners! Following (D) Reported or Indirect (Instr. 4) Transaction (I)	6. Owner- slup Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	>	Amount	Α⁄D	Price	(Instr. 3 and 4)	(instr. 4)	
Common Stock	02/06/2003		s,		10,247	Q	\$13.0462	6,201	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	rer 3. 34. 4, 5. Number 6. Date Exercisable 7. Title and Amount of 6 B. Price 9. Number of 10. 11. Nature of 11. Nature of 12. Indirect 12. Indirect 12. Indirect 12. Indirect 13. Indirect
	3. Transaction Deer Date Date Date Date Date Date Date Date
	2. Conver sion or Exercis Price o Deri- vative Securit
	Title of Derivative Security (Instr 3)

	Year)			<u>e</u>						(s)	or Indirect ()	
		-		(Instr. 3, 4 and 5)	ر ة					(Instr.4)		····
		Code	>	4	۵	핌	a	Title	Amount or Number of Shares			
Explanation of Responses:												
*Pursuant to a 10b5-1 Plan												
B. 7. 08	1 2							:	Date: 7/ 1/ -3			
/S/ ** Signature of Reporting Person									<0/1./			SEC 1474 (9-02)

Case 1:05-cv-11165-WGY

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for

procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

rom:

Sent:

EDGAR.POSTMASTER@sec.gov Friday, February 07, 2003 7:15 AM

To:

kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net

ACCEPTED FORM TYPE 4 (0001181431-03-001848) Subject:

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

BOSTON COMMUNICATIONS GROUP INC COMPANY:

NUMBER OF DOCUMENTS: 1 FORM TYPE:

07-Feb-2003 12:15 ACCEPTED DATE: RECEIVED DATE: 07-Feb-2003 12:15

07-Feb-2003 12:15 FILING DATE:

CONFIRMING COPY: NO TEST FILING: NO

ACCESSION NUMBER: 0001181431-03-001848

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

0001012887 1. CIK:

BOSTON COMMUNICATIONS GROUP INC COMPANY:

FORM TYPE: 4 FILE NUMBER(S): 1. 000-28432

FILED BY:

0001198583 2. CIK:

WALKER KAREN A FILER:

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Page 1 of 2

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FORM 4	UNITED ST	UNITED STATES SECURITIES AND EXCHANGE COMMISSION	EXCHANGE COMMISS	NOIS	OMB APPROVAL
		Washington, D.C. A.			6 to the Damento of the company and appropriate of the terms and the company of t
subject to Section 16. Form 4 or		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	NEFICIAL OWNERSHIP		OMB Number 3235-0287
5 obligations may continue. See Instruction 1(b).	Filed pursuant to Section Holding Compar	suant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Pub Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility by Act of 1935 or Section 30(h) of the Investment Company Act of 1940	c Utility	Expires: January 31, 2005 Estimated average burden hours per response 0.5
Name and Address of Reporting Person Walker, Karen	ng Person*	2. Issuer Name and Ticker or Trading Symbol	4. Statement for (Month/Day/Year	6. Relationship	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First)	st) (Middle)	Boston Communications Group begi	02/04/2003	Director _ 10% Owner X Officer (give title below)	0% Owner title below)Other (specify below)
Suite 100	والمواقع والمراجعة والمساعدة والمساعدة والمراجعة والمواقعة والمساعدة والمساعدة والمساعدة والمساعدة والمساعدة	3, I.R.S. Identification	5. If Amendment,	Description	VP Fin Admin & CFO
(Str Woburn, MA 01801	(Street)	Number of Reporting Person, if an entity (voluntary)	Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable	Individual or Joint/Group Filing (Check Applicable Line)
(City) (Sl	(State) (Zip)			X Form filed Form filed	Yerm filed by One Reporting PersonForm filed by More than One Reporting Person

	7. Nature of indirect Beneficial Ownership (Instr. 4)	
	6. Owner- ship Form: Direct (D) or Indirect (I)	(Instr. 4)
neficially Owned	5. Amount of Securities Beneficially Owned Following Reported	(Instr. 3 and 4)
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	7. A. Securities Fransaction Acquired (A) or Code Disposed Of (D) (Instr. 8) (Instr. 3, 4, and 5)	Code V Amount A/D Price
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Table I - N	2. Transaction 2A. Deemed Date Execution (Month/Day/Year) Date, if any (Month/Day/Day/	
	1. Title of Security (Instr. 3)	

	11. Nature of Indirect Beneficial Ownership (Instr.4)	
	10. Ownership Form of Deriv- ative Securities: Direct (D) or	(Instr 4)
	Number of Derivative Securities Beneficially Owned Following Reported Transaction (s)	(Instr.4)
	8. Price of Derivative Security (Instr.5)	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
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ivative Secu ., puts, calls	5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	a
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	2. Conversion of Exercise Price of Detivative Security	
	1. Title of Derivative Security (Instr. 3)	

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nmencing	(1) Exercisable in three equal installments commencing on the anniversary of the date of grant. Subject to accelerated vesting in whole or in part based on performance goals being met.	he date o	fgrant. Su	ibject to a	accelerated	/esting in w	rhole or in p	art based
			Date:					
		1	45/03				ō	CGC 1474 (0-00)
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eficiali	Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.							
* If the form is filed by more than one reporting person, see Instruction 4(b)(v). ** intentional misstalements or omissions of facts constitute Federal Criminal V)(v). nal Violations See 18 U.S.C. 1001 and 15	001 and 15						
signec	U.S.C. 78ff(a). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for	nstruction 6 f	ğ					
procedure. Potential persons who are to respond to the collection of information contained required to respond unless the form displays a currently valid OMB Number.	ained in this form are not er.							

rom: EDGAR.POSTMASTER@sec.gov Sent: Wednesday, February 05, 2003 6:59 AM

To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net

Subject: ACCEPTED FORM TYPE 4 (0001181431-03-001614)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 05-Feb-2003 11:58 ACCEPTED DATE: 05-Feb-2003 11:59

FILING DATE: 05-Feb-2003 11:58

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-001614

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4
FILE NUMBER(S):
1. 000-28432

FILED BY:

2. CIK: 0001198583

FILER: WALKER KAREN A

----- NOTICE -----

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We strongly encourage you to visit the Filing Website at https://www.edgarfiling.sec.gov. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

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FORM 4		UNITED STATE	'ATES SECURITIES AND EX(S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	NOIS	OMB APPROVAL
[] Check this box if no longer subject to Section 16. Form 4 or Form	 o	STA	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	VEFICIAL OWNERSHIP		OMB Number: 3235-0287
5 obligations may continue. See Instruction 1(b).		Filed pursuant to Holding C	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	ct of 1934, Section 17(a) of the Publi e Investment Company Act of 1940	ic Utility	Expires: January 31, 2005 Estimated average burden hours per response 0.5
Name and Address of Reporting Person Walker, Karen	ling Person		2. Issuer Name and Ticker or Trading Symbol	4. Statement for (Month/Day/Year	6. Relationship	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (Fir	(First)	(Middle)	Boston Communications Group bcgl	01/30/2003	Director10% Owner X Officer (give title below)	0% Owner title below) _ Other (specify below)
Suite 100			3. I.R.S. Identification	E if Amandmant	Description	VP Fin Admin & CFO
(S) Woburn, MA 01801	(Street)		Number of Reporting Person, if an entity (voluntary)	One of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable	Individual or Joint/Group Filing (Check Applicable Line)
(City) (S	(State)	(diZ)			X Form filed	X Form filed by One Reporting Person
					Form filed	Form filed by More than One Reporting Person

1. Title of Security 2. Transaction 2.A. Deemed 3 (Instr. 3) Date Execution Teaching (Month/Day/Year) Date, if any (Month/Day/Year)	3, Transactio						
		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)	or Disposed Of (D)		5. Amount of 6. Owner- 7. Nature of Securities ship Indirect Beneficially Form: Beneficial Ownership Following (D) (Instr. 4) Transaction (I)	6. Owner- ship Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
	Code	/ Amount	Αď	Price	(Instr. 3 and 4)	(Instr. 4)	
Common Stock 01/30/2003	တ	2000	D	\$12.95	16448	a	

	11. Nature of Indirect Beneficial Ownership (Instr.4)
	10. Owner- ship Form of Deriv- ative Securities: Direct (D)
	9. Number of 10. Derivative Securities ship Form of Owned Derive Tollowing Securities Transaction Direct (D)
wned	8. Price of Derivative Security (Instr.5)
- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	6. Date Exercisable (DE) and Exercisable (DE) and Expiration Date (Instr. 3 and 4) (Month/Day/Year)
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	2 Conversion or Exercise Price of Derivative valive
	1. Title of Derivative Security (Instr. 3)

Filed 12/02/2005

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1/31/2003

	Year)		<u>Q</u>							(s)	or Indirect (f)		
			4	(Instr. 3, 4 and 5)						(Instr.4)	(Instr.4)		Case
		Code	>		 	JO.	Title	Amount or Number of Shares	1				e 1.0
Explanation of Responses:						<u>.</u>							15-CV
Pursuant to a 10b5-1 Plan						:							/-
								Date: \\ \	50/15/				165-1
** Signature of Reporting Person								•				SEC 1474 (9-02)	
													L

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filled by more than one reporting person, see Instruction 4(b)(v).
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for

procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

From: EDGAR.POSTMASTER@sec.gov Sent: Friday, January 31, 2003 9:34 AM

To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net

Subject: ACCEPTED FORM TYPE 4 (0001181431-03-001327)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4 NUMBER OF DOCUMENTS: 1

RECEIVED DATE: 31-Jan-2003 14:34 ACCEPTED DATE: 31-Jan-2003 14:34

FILING DATE: 31-Jan-2003 14:34

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-001327

FILE NUMBER(S): 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887

COMPANY: BOSTON COMMUNICATIONS GROUP INC

FORM TYPE: 4
FILE NUMBER(S):
1. 000-28432

FILED BY:

2. CIK: 0001198583 FILER: WALKER KAREN A

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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue, See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPR, VAL

OMB Number 3235-0287
Expires: January 31, 2015
Estimated average burden 6
hours per response 71

(Print or Type Responses)							:05
1. Name and Address of Reporting Person*		2. Issuer Name and Tick	Issuer Name and Ticker or Trading Symbol	6. Re.	Relationship of Reporting Person(s) to Issuer (Check all applicable)	Person(s) to Issuer	-cv-1
Walker	Α.	Boston Communications Group, Inc.	ıs Group, Inc.	·	Director	10% (10% Owner 10%
(Last) (First) c/o Boston Communications Group	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity	4. Statement for Month/Day/Year	×	Officer (give title below)	Other by	Other (specify A below)
		(voluntary)	1/13/03		VP Fin. A	VP Fin. Admin & CFO	
(Street)			5. If Amendment, Date of Original (Month/Day/Year)	7. Ind (C! X	Individual or Joint/Group Filing (Check applicable line) X Form filed by One Reporting Person	iling:	ocument 2
Woburn MA	01801	···			Form filed by More	Form filed by More than One Reporting Person	
(City) (State)	(Zip)					وهو فرون المستور والمستور	1
	able I – Non-Deri	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	red, Disposed of, or B	eneficia	lly Owned		;F
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	Date (Month/	ion Date (Instr. 8)	8) (D) (Instr. 3, 4 and 5)	(Following Reported Transaction(s)	or irect	Beneficke Owners
	Day/ Year)	(Month/ Day/ Year)	V Amount (D)	Price	(Instr. 3 and 4)	(I) (Instr. 4)	2/2005 7 :- 1 :- 1 :- 2 :- 2 :- 2 :- 2 :- 2 :- 3 :- 3 :- 3 :- 3 :- 3 :- 3 :- 3 :- 3
Common Stock	1/13/03	*S	- 2,850 D	12.95	18,448	D	
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+ Pursuant to a 10b5-1 plan							68
Reminder Report on a separate line for each class of securities beneficially owned directly or ind * 11 the form is filed by more than one reporting person, see Instruction 4(b)(v).	rrities beneficially owned ee Instruction 4(b)(v).	directly or indirectly.					96 () F/F(DES

Reminder Report on a separate fine for each class of securities constructed.

* 11 the form is filted by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

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	ship Form of Derivative Securities Beneficially	Owned at End of Month	(Instr. 4)						
	9. Number of Derivative Securities Beneficially Owned Following Reported	Transac- tion(s) (Instr. 4)							
	8. Price of Derivative Security (Instr. 5)						-		
	Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares							
	7. Title and Amor of Underlying Securities (Instr. 3 and 4)	Title							
	6. Date Exercisable and Expiration Date (Month/Day/Year)	Expiration Oate							
, , , , , , , , , , , , , , , , , , , ,	\ a	Date Exercisable							
	5.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<u>ê</u>							
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	<u>.</u> Ze								
	2. Conversion or saction Exercise Date Price of (Mont Derivative Year)								
	1. Title of Derivative Security (Instr. 3)								

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: I lie three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Signature of Reporting Person

Date 31 of 68/17 JES

12/02/2005

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BY OVERNIGHT DELIVERY

January 14, 2003

Securities and Exchange Commission Filing Room 450 Fifth Street, N.W. Judiciary Plaza Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for Karen Walker, an officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

Leslie N Apony

Enclosure

cc: Karen Walker

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

o Check this box if no longer	STATEMENT	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	CIAL OWNERS	<u>, , , , , , , , , , , , , , , , , , , </u>	OMB Number:	323 6 028
subject to Section 10. Porm 4 or Form 5 obligations may continue. See Instruction 1(b).	Filed pursuant to Section 16(Holding Company A	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	34, Section 17(a) of the stment Company Act of		erage b ponse	se 1:0
(Print or Type Responses)						5-b
1. Name and Address of Reporting Person*	*uo	 Issuer Name and Ticker or Trading Symbol BCG1 	tding Symbol 6.	Relationship of Reporting Person(s) to Issuer (Check all applicable)	g Person(s) to Issue	v-11′
Walker Karen	A.	Boston Communications Group, Inc.	o, Inc.	Director	10%	10% Owner <u>9</u> 1
(1.ast) (First)	(Middle)	n 4.	Statement for Month/Day/Year	X Officer (give title below)	Othe	Other (specil
100 Sylvan Road, Suite 100		Person, if an entity 1/9/03 (voluntary)	/03	VP Fin	VP Fin. Admin & CFO	Do
(Street)		5. If A. Date	5. If Amendment, 7. Date of Original	Individual or Joint/Group Filing (Check applicable line)	p Filing	cumer
		(Wo	(Month/Day/Year)	X Form filed by On	Form filed by One Reporting Person	nt 24
Woburn MA	01801		! !	Form filed by Mo	Form filed by More than One Reporting Person	
(City) (State)	(diZ)					
	Table I - Non-Deri	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	posed of, or Bene	icially Owned		F
1. Title of Security (Instr. 3)	2. Trans-	2A.Deemed 3. Transac- 4. S Execut- tion Code (Securities Acquired (A) or Disposed of	5. Amount of Securities Beneficially Owned	9.	7. Natin e of Inducat
	Date (Month/	ion Date, (Instr. 8)	(D) (Instr. 3, 4 and 5)	Following Reported Transaction(s)		Senet Nation of Sent Sent Sent Sent Sent Sent Sent Sent
	Day/ Year)	(Month/ Day/ Code V A	(A) Amount or Price	(Instr. 3 and 4)	(1) (Instr. 4)	(1005 2005 (1005

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1/9/03

Common Stock

Year)

Reminder Report on a separate line for each class of securities beneficially owned directly or indirectly.

* Pursuant to a 10b5-1 plan

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Page 38 of 68

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FORM 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

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	10.Ownership Form of Derivative Securities Beneficially	Owned at End of Month (Instr. 4)											
	9. Number of Derivative Securities Beneficially Owned Following Reported	Transac- tion(s) (Instr. 4)											
	8. Price of Derivative Security (Instr. 5)												
-	d Amount rlying ies and 4)	Amount or Number of Shares											
	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Title											
	Date Exercisable and Expiration Date (Month/Day/Year)	Expiration le Date											
	6.	Date Exercisable											
•	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(<u>a</u>							ļ				
•	5. Number of Derivative Securities Acquired (or Dispose (D) (Instr. 4, and 5)	(A)	<u> </u>										
(m. 4 (. 8 m)	. Transaction Code (Instr. 8)	Code	-					-					
	3A.Deemed 4. Tran- Execu- tion Code Date, (Instr. if any (Month/ Day/	Ŭ											
	3. Transaction Date (Month/ Day/ Year)												
	2. Conversion or Exercise Price of Derivative Security												
	1. Title of Derivative Security (Instr. 3)												

**Signature of Reporting Person

130

Page 34 of 688 Page 3

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: The three copies of this Form, one of which must be manually signed. Il space is insufficient, see Instruction 6 for procedure. and the control in the control maters the form displays a currently valid OMB control number.

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BY OVERNIGHT DELIVERY

January 10, 2003

Securities and Exchange Commission Filing Room 450 Fifth Street, N.W. Judiciary Plaza Washington, DC 20549

Re: Boston Communications Group. Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for Karen Walker, an officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

Leslie N Apony

Enclosure

Karen Walker cc:

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

c

(Print or Type Responses)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

I. Name and Address	I. Name and Address of Reporting Person*		2. Issuer Name and Tic	er Name and Ticker or Trading Symbol	6. Relationship of Repor (Check all applicable)	Relationship of Reporting Person(s) to Issuer (Check all applicable)	'-111(ਂ
Walker	Karen	A.	Boston Communications Group, Inc.	ns Group, Inc.	Director		10% Owner 59
(Last) (First)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting	4. Statement for Month/Day/Year	X Officer (give title below)	**************************************	Other (specif o below)
100 Sylvan Koad, Suite 100	uite 100	!	(voluntary)	1/6/03		VP Fin. Admin & CFO	Doc
(Street)				5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Gro (Check applicable line) X Form filed by Or	Individual or Joint/Group Filing (Check applicable line) X Form filed by One Reporting Person	ument 24-
Woburn	MA	01801			Form fi	Form filed by More than One Reporting Person	
(City)	(State)	(Zip)					
	Tal	ble I – Non-Deriv	ative Securities Acqu	Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	eneficially Owned		File
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		Date (Month/		8) (D) (Instr. 3, 4 and 5)			Benet al
		Day/ Year)	Code	V Amount (D)	(Instr. 3 and 4)	(4) (I) (Instr. 4)	€05 Jisur)
Common Stock		1/6/03	*S	- 3,739 D	12.95 26,201	O	Pac
							gę
							36
							of
							68
* Pursuant to a 10b5-1 plan	5-1 plan						

(0) (4)

Reminder Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the four is filed by man than one reporting person, see instruction 4(b)(v)

FORM 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

C	ase 7:05 % 7 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	GY Doct	ımer	nt 2	4-	11	1	Fil	ed	12	/02/2005
	01	Owned at End of Month (Instr. 4)									
	9. Number of Derivative Securities Beneficially Owned Following Reported	Transac- tion(s) (Instr. 4)									
	8. Price of Derivative Security (Instr. 5)										
	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares									
(2011)	7. Title and Amo of Underlying Securities (Instr. 3 and 4)	Title									
(r.g.) Lucy cause warrance observed construction	Date Exercisable and Expiration Date (Month/Day/	Expiration									
, included	9	Date Exercisable									
	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ê)									
er (creen	5. Number of Derivative Securities Acquired (or Dispose (D) (Instr. 4, and 5)	Æ.									
, [. Transaction Code (Instr. 8)	>									
٥	Sa Sa C C C (Ir	Code						,			
	3A.Deemed 4. Tran- Execution Code Date, (Instr. if any (Month/ Day/										
	3.Transaction Saction Date (Month/ Day/ Year)										
	2. Conversion or Exercise Price of Derivative Security										
	1. Title of Derivative Security (Instr. 3)										

By: Oll Man Mills
**Signature of Reporting Person
anda Buse of Attornoy dailed strillor Kamen A. W. Mass

Page 37 of 68

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations, See 18 U.S.C. 1001 and 15 U.S.C. 7817(a).

Note 1716 three copies of this Form, one of which must be manually signed. Il space is insufficient, see Instruction 6 for procedure.

SEC. 1474 (3-



BY OVERNIGHT DELIVERY

January 7, 2003

Securities and Exchange Commission Filing Room 450 Fifth Street, N.W. Judiciary Plaza Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for Karen Walker, an officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

L-24 Marines
Leslie N Apony

Enclosure

cc: Karen Walker

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

c

EXCHANGE COMMISSION UNITED STATES SECURITIES A

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB AP. ... VAI

OMB Number: 3235-025
Expires: January 3 22(17)
Estimated average burden 6
hours per response 0

(Print or Type Responses)	es))5
1. Name and Addres	1. Name and Address of Reporting Person*		2. Issuer Name and Tick	Issuer Name and Ticker or Trading Symbol	6. Relationship of Reporting Person(s) to Issuer - (Check all applicable)
Walker	Karen	Ÿ.	Boston Communications Group, Inc.	ns Group, Inc.	Director 10% Owner 62
(Last)	(First)	(Middle)	3. I.R.S. Identification	4. Statement for	X Officer (give Other (specif
c/o Boston Communications Group	mications Group		Number of Reporting	Month/Day/Year	title below) below)
100 Sylvan Road, Suite 100	Suite 100		Person, if an entity (voluntary)	12/31/02	VP Fin. Admin & CFO
(Street) ·				5. If Amendment, Date of Original	7. Individual or Joint/Group Filing (Check applicable line)
				(Month/Day/Year)	X Form filed by One Reporting Person
Wobum	MA	01801			Form filed by More than One Reporting Person 1
(City)	(State)	(Zip)			1
	T	able I – Non-Deri	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	red, Disposed of, or B	neficially Owned

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/	2A.Deemed Execution Date, if any	3. Transe tion Co (Instr.	IC- 4.	Deemed 3. Transac- 4. Securities Acquired Execution Code (A) or Disposed of ion Date (Instr. 8) (D) (Instr. 3, 4 and 5)	Acquire sposed of and 5)	ę.	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) C. Ownership Form: Direct Transaction(s)		7. Nature of Indirect Beneficial Owne Ship
	Day/ Year)	(Month/ Day/ Year)	Code	>	Amount	(A) or (D)	rice	(Instr. 3 and 4)	(I) (Instr. 4)	是 005 切sul)
Common Stock	12/31/02	•	*	 `,	360	Ω	1	29,940	D	P
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

;	Case 1:05-cV-11165-	WGY D	cun	ner	it 2	4-	11	Fil	ed	12/02/2005
	ship Form of Derivative Secur- ities Beneficially	Owned at End of Month (Instr. 4)								
	9. Number of Deri- vative Securities Bene- ficially Owned Following Reported	Transac- tion(s) (Instr. 4)								
i.	8. Price of Derivative Security (Instr. 5)									
	d Amount rlying ies and 4)	Amount or Number of Shares								
	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Title								
	Date Exercisable and Expiration Expiration Date (Month/Day/Year)	Expiration Date								
·	6.	Date Exercisable								
•	S. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Q)								
	5. Number o Derivative Securities Acquired or Dispose (D) (Instr 4, and 5)	(A)								
() L)	i. Tran- saction Code (Instr. 8)	>				_	-			
	4. Tra sact Cod (Ins	Code				-	_	 		
	3A.Deemed 4. Tran- Execution Code Date, Ifany (Month/ Day/ Year)									
	3. Transaction Date (Month/ Day/ Year)									
	2. Conversion or Exercise Price of Derivative Security									
	1. Title of Derivative Security (Instr. 3)									

Dem-

**Signature of Reporting Person

Date Opate Page Bac 1474 (3-

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see instruction 6 for procedure.



January 2, 2003

Securities and Exchange Commission Filing Room 450 Fifth Street, N.W. Judiciary Plaza Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for Karen Walker, an officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

Thomas H. Kelly, Jr.

Shome H. Relly 1/2

Enclosure

Karen Walker cc:

..........

FORM 4

continue. See Instruction 1(b). Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may

o

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

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se⁵1:05-cv-11165-WGY OMB Number:......3235-0287 Expires:.....January 31. hours per response..... Estimated average burden

(Print or Type Responses)					
1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol BCGI	er or Trading Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Walker Karen	Α.	Boston Communications Group, Inc.	s Group, Inc.	Director 10% Owner)wner
(Last) (First)	(Middle)	3. I.R.S. Identification	4. Statement for	Oth	(speci
c/o Boston Communications Group		Number of Reporting	Month/Day/Year	title below) belov	below)
100 Sylvan Road, Suite 100		Ferson, if an entity (voluntary)	11/8/02	VP Fin. Admin & CFO	
(Street)		,	5. If Amendment, Date of Original	7. Individual or Joint/Group Filing (Check applicable line)	
			(Month/Day/Year)	X Form filed by One Reporting Person	
Woburn MA	01801			Form filed by More than One Reporting Person	erson
(City) (State)	(diZ)				
	Table I – Non-Dei	Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	red, Disposed of, or B	eneficially Owned	1
					1

Document 24-11

Table I -	Non-Deriva	tive Securiti	es Acquire	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	, or Benefic	rally Owned		
1. Title of Security	2. Trans-	2A.Deemed Execut-	3. Transaction Code	4.	Acquired posed of	5. Amount of Securities 6. Ownership Beneficially Owned	6. Ownership Form: Direct	7. Nature (a) Indirect
(10311)	Date (Month/	ion Date if any	(Instr. 8)	(D) (Instr. 3, 4 and 5)	and 5)	Following Reported Transaction(s)	(D) or Indirect	Beneficial Owners (20)
	Day/ Year)	(Month/ Day/ Year)	Code V	Amount	(A) or (D)	(Instr. 3 and 4)	(I) (Instr. 4)	2/2005 (mstr. 4/2005)
Common Stock	11/1/02	•	- *S	12,000	D 14.00	30,300	D	
								Pag
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7.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1								42
								of
* Pursuant to a 10b 5-1 plan.								68
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Reminder. Report on a separate line for each class of securities beneficially owned directly or indirectly. † If the form is filed by more than one reporting person, see instruction $4(\dot{b})(v)$.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (3-99)

FORM 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

	Case	1911 1911	B <mark>ef</mark> e	cio (b)	Owner Owner	ship	1 5	5 -	W	G۱	1	[Do	cum	eņt	24	-1		ile	d
	10.0wner-	smp Form	of Deri-	vative	Secur-	ities	Benefi-	cially	Owned	at End	of	Month	(Instr. 4)	D						
		of Defi-	Securities	Bene-	ficially	Owned	Following	Reported	Transac-	tion(s)	(Instr. 4)			108,900		-				
	8. Price	or Deri-	vative	Secu-	rity	(Instr.	5)							0						
÷	d Amount	riying	and 4)	-					Amount	or Number	of Shares		i	12,000						
warrants, opinous, convertible securities)	7. Title and Amount	or Underlying Securities	(Instr. 3 and 4)								Title			Common Stock		i 				
convertible	Date Exerci-	ation	Date	(Month/Day/							Cxpiration			90/11/9						
options, e	6.									¢	Dalc Evercicable			(1)		i				
arrants, o	ber of	Securities	ired (A)	sposed of	Instr. 3,	15)					<u>e</u>			12,000						
	5. Number of	Secur	Acqu	or Di	<u>e</u>	4, and					€			0						
(e.g., puts, cans,	an- tion	Code	str. 8)								>			•						
(e.8)	d 4. Tr					_,.					Code		_	×		_				
	3A.Deemed 4. Tran-	tion	Date,	if any	(Month/	Day/	Year)							ı					:	
	3. Tran-	Date					•							11/08/02						
	2. Conver- 3. Transion or	Exercise	Price of	Deri-	vative	Security								14.00						
	1. Title of Derivative	Security	(Instr. 3)											Stock Option (right to buy)						

(1) Exercisable in five equal installments commencing on the anniversary of the date of grant.

**Signature of Reporting Person しくひしらい

Date 43 of 69 1 SEC 1474 (179) SEC 1474 (179)

2/02/2005

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

N ve: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persous who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control of number.



November 8, 2002

Securities and Exchange Commission Filing Room 450 Fifth Street, N.W. Judiciary Plaza Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for Karen Walker, an officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

Leslie N. Apony

Enclosure

Karen Walker cc:

FORM 4

continue. See Instruction I(b). Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

(Print or 1 ype Responses)						5-0
1. Name and Address of Reporting Person*	eporting Person*		2. Issuer Name and Ticker or Trading Symbol BCG!		 Relationship of Reporting Person(s) to Issuer (Check all applicable) 	v-11
Walker	Karen	Ä.	Boston Communications Group, Inc.	is Group, Inc.	Director 10% Owner	165
(Last)	(First)	(Middle)	3. I.R.S. Identification 4. Statement for	4. Statement for	X Officer (give Other (specify	-WG
c/o Boston Communications Group	ons Group		Number of Reporting	Month/Day/Year	title below)	Ϋ́
100 Sylvan Road, Suite 100	00		(voluntary)	11/1/02	VP Fin. Admin & CFO	D
(Street)				5. If Amendment, Date of Original	7. Individual or Joint/Group Filing (Check applicable line)	cume
				(Month/Day/Year)	X From filed by One Denoting Person	ent 2
Woburn	MA	01801			Form filed by More than One Reporting Person	4-11
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	Securities 6. Ownership 7. y Owned Form: Direct (D) or Indirect n(s)	Code V Amount (D) Price (Instr. 3 and 4)	S* - 5,700 D 12.82 30,300 D -	11/1/02 - S* - 7,500 D 12.82 30,300 D	4	5 0	f 6	8
Table I – Non-Derivative Sec	1. Title of Security 2A.Dee action Execution Date ion I (Month) if an		-					+ Present to a 10b \$-1 plan

, a separate line for each class of securities beneficially owned directly or indirectly, or more than one reporting person, see Instruction 4(b)(v). Reminder Rep

* 11 the form 18

poencial any conserving to the collection of information contained in this form are not recuired to respond unless the form displays a currently valid OMB control number

SEC 1471 (3-99)

FORM 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

Case 1505-605-605-005-005-005-005-005-005-005-	WGY Do	cume	nt 24	-11		ile	ď	12/	02/200
2	Ownèd at End of Month (Instr. 4)	D	D						
9. Number of Deri- vative Securities Bene- ficially Owned Following Reported	Transac- tion(s) (Instr. 4)	128,400	120,900						
8. Price of Derivative Security (Instr. 5)		0	0						
Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	5,700	7,500						
7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Title	Common Stock	Common Stock						
Date Exercisable and Expiration Date (Month/Day/Year)	Expiration Date	2/3/09	4/18/10						
9	Date Exercisable	(1)	2/28/01						te of gran
.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<u>(e)</u>	5,700	7,500			-			of the da
5. Number of Derivative Securities Acquired (or Dispose (D) (Instr. 4, and 5)	(S)	0	0						iversary
Transaction Code (Instr. 8)	>	,	,		<u> </u>				the anr
4	Code	×	×			_			no gu
3A.Deemed Execution Date, if any (Month/ Day/ Year)		F	1						commenci
3. Tran- saction Date (Month/ Day/ Year)		11/01/02	11/01/02						I installments
2. Conversion or Exercise Price of Derivative Security		8.625	90.9						I five equal i
1 Title of Derivative Security (Instr. 3)		Stock Option	Stock Option	(55, 55, 11, 61, 1)					(1) Exercisable in five equal installments commencing on the anniversary of the date of grant.

By. We Mach Of Reporting Person under Bown of Atternay Earley & 129(0.2 Kaven A. Walker

Page 46 of 68

Page 7 5-990

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

 $v_{OR^{++}}$ File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. nd to the collection of information contained in this form are not required to respond unless the form displays a currendy valid OMB control number



November 4, 2002

Securities and Exchange Commission Filing Room 450 Fifth Street, N.W. Judiciary Plaza Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for Karen Walker, an officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

Luce VApur

Leslie N. Apony

Enclosure

cc: Karen Walker

Boston Communications Group, Inc.

FO1.1/1 4

continue. See Instruction 1(b). subject to Section 16. Form 4 Check this box if no longer or Form 5 obligations may

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(Print or Type Responses)

(Last)

UNITED STATES SECURITIES . DEXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

JVAI. OMB AF

Expires:

Expires:

Extimated average burden

Bours per response.

Outing Person(s) to Issuer

Conting Person(s) to Issuer

Conting Person(s) OMB Number:.....3235 0287

10% Owner 100% Other (specify below) A

Document 24-11

Form filed by More than One Reporting Person Relationship of Reporting Person(s) to Issuer VP Fin. Admin & CFO Form filed by One Reporting Person Individual or Joint/Group Filing (Check applicable line) (Check all applicable) title below) Officer (give Director × 7. 9 (Month/Day/Year) 2. Issuer Name and Ticker or Trading Symbol Month/Day/Year Date of Original 5. If Amendment, Statement for Boston Communications Group, Inc. 8/02 Number of Reporting I.R.S. Identification Person, if an entity (voluntary) BCGI m (Middle) Ä (Zip) 01801 Name and Address of Reporting Person* c/o Boston Communications Group 100 Sylvan Road, Suite 100 Karen (First) (State) MA Woburn Walker (Street)

(Ctt ₂)	(State)	(dr7)									
		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	ative Securit	ies Acqu	ired, I	Disposed of,	or B	eneficia	illy Owned		
		C. C.	7 A Deemed	2 Trane	4	24 Deemed 3 Transac. 4 Securities Acquired	Acquir	ра	5. Amount of Securities 6. Ownership	6. Ownership	7. Nature 再
I. Title of Security		2. Italis-	Fxecut-	tion Code	ode	(A) or Disc	osed (Beneficially Owned	Form: Direct	Indirec
(ustr. 5)		Date	ion Date		8	(a)		.,	Following Reported	(D) or	Benefic部
		(Month			_	(Instr. 3, 4 and 5)	and 5)		Transaction(s)	Indirect	Owner
		, Day/					(A)		(Instr. 3 and 4)	€	(Instr. 42
		Year)		Code	>	Amount	<u> </u>	Price		(Instr. 4)	2005
			Y car)		_						5
Common Stock		10/23/02	1	*	ı	1,900	D 12.00	12.00	30,300	D	•
Common Stock		10/23/02	,	*2	1	2,500	Ω	D 12.00	30,300	D	Pa '
Common Stock		10/23/02	,	*5	1	1,837	Ω	D 12.00	28,463	Q	ge '
Common Stock		10/23/02	,	*3	 ,	1,500	D 12.00	12.00	26,963	Ŋ	48
TOTAL TOTAL					<u> </u>						of
· manager					_		-				68
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* Pursuant to a 10b 5-1 plan.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. * If the form is filed by more than one reporting person, see Instruction 4(b)(v).

FORM 4 (continued)

Table II - Derivative Securities Acquir., Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

:	Gaseil 1502-6 7 11 14 165	-WGY	ocun	nent	24-	1	F	ile	1 1	2/02/2005
	ship Form of Derivative Securities Beneficially	Owned at End of Month (Instr. 4)	D	D						
	9. Number of Deri- vative Securities Bene- ficially Owned Following Reported	Transac- tion(s) (Instr. 4)	136,600	134,100						
	8. Price of Derivative Security (Instr. 5)		0	0						
	Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	1,900	2,500						
	7. Title and Amoo of Underlying Securities (Instr. 3 and 4)	Title	Common Stock	Common Stock						
	Date Exercisable and Expiration Date (Month/Day/	Expiration Date	2/3/09	2/3/09					!	
	, 	Date Exercisable	2/28/00	2/28/00						
,	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(a)	1,900	2,500						
	5. Numb Deriv Secur Acqui or Dis (D) ((y)	0	0					_	- -
(m.S.) L.m.)	. Transaction Code (Instr. 8)	>	,	'					_	-
	4. Transaction Code (Instr. 8	Code	×	×						
	3A.Deemed 4. Tran- Execu- tion Date, if any (Month/ Day/ Year)		•	•						
į	3. Transaction Date (Month/ Day/ Year)		10/23/02	10/23/02		`				
	2. Conversion or Exercise Price of Derivative Security		8.625	6.00						
	1. Title of Derivative Security (Instr. 3)		Stock Option	Stock Option	(Tigin to only)					

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

10/2 / 20/2 Date 66 Page 2 Page 3 Page 3

**Signature of Reporting Person

不の一名を

Nate: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.



October 24, 2002

Securities and Exchange Commission Filing Room 450 Fifth Street, N.W. Judiciary Plaza Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for Karen Walker, an officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

Thomas H. Kelly

Enclosure

Karen Walker cc:

......

FORM 4

or Form 5 obligations may continue. See Instruction 1(b). Check this box if no longer subject to Section 16. Form 4

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

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3235-028 OMB Number:....

Expires: January 31, 200*8

Estimated average burden (0.0)

hours per response. (0.0)

orting Person(s) to Issuer (10% Owner Other (specify below) Document 24-11 Form filed by More than One Reporting Person Relationship of Reporting Person(s) to Issuer VP Fin. Admin & CFO Form filed by One Reporting Person Individual or Joint/Group Filing (Check applicable line) (Check all applicable) title below) Officer (give Director Table 1 - Non-Berivative Securities Acquired. Disposed of, or Beneficially Owned × Ġ. (Month/Day/Year) 2. Issuer Name and Ticker or Trading Symbol Month/Day/Year Date of Original If Amendment, Statement for Boston Communications Group, Inc. 9/02 'n, Number of Reporting I.R.S. Identification Person, if an entity (voluntary) BCGI m (Middle) ΚĊ (Zip) 01801 1 Name and Address of Reporting Person* c/o Boston Communications Group Karen (First) (State) MA 100 Sylvan Road, Suite 100 Woburn (Sireet) Walker (Last) (City)

	nip 7. Nature of irect Indirect		(Instr. 4)				
	6. Ownership Form: Direct	(D) or Indirect	£:	(Instr. 4)			
Table 1 - Noll-Derivative Securities Acquired, Disposed 01, 01 Beneficiany Owned	5. Amount of Securities 6. Ownership Beneficially Owned Form: Direct	Following Reported Transaction(s)	(Instr. 3 and 4)				
Managr 1	quired sed of	d 5)	(1)	or Price			
u Oi, o	tties Ac Dispos	(D) (Instr. 3, 4 and 5)	(V)				
, Dispuse	4. Securi	(D) (Instr.		Amount			
חוונים	insac-	tr. 8)		>			
200	3. Tra	(Ins		Code			
II ve oecuru	2A.Deemed 3. Transac- 4. Securities Acquired Execut- tion Code (A) or Disposed of	ion Date	(Month/	Day/ Year)			
Noil-Deliva	2. Trans-	Date (Month/	Day/	Year)			
- I anie I							
	 Title of Security (Instr. 3) 						

Remarker. Report on a separate line for each class of securities beneficially owned directly or indirectly.

1 If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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Page 51 of 68

Filed 12/02/2005

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

FORM 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

į	Case 1:02-co-1116 Ship County (Institute 1)	55-WGY	Docum	ent	24-	11	<u> </u>	Filed	12/02/2005
	10.Owner ship Form of Derivative Securities Beneficially	Owned at End of Month (Instr. 4)	Q						
	9. Number of Derivative Securities Beneficially Owned Following Reported	Transaction(s) (Instr. 4)	138,500						
	8. Price of Derivative Security (Instr. 5)		8.89						
9)	Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	30,000						
(e.g., purs, cans, warrants, opinions, convertible securines)	7. Title and Amo of Underlying Securities (Instr. 3 and 4)	Title	Common Stock						
Unverting	Date Exercisable and Expiration Date (Month/Day/Year)	Expiration Date	9/4/12						it.
opuons, c	9	Date Exercisable	(1)						ate of gra
I I alits,	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Ð.							of the d
alls, wa	5. Number of Derivative Securities Acquired (or Dispose (D) (Instr. 4, and 5)	€	30,000						iversary
burs, c	-f. 89. 7.	>							he ann
(6.8.)	4. Transaction Code (Instr. 8)	Code	A						ng on t
	3A.Deemed 4. Tran-Execution Code Date, (Instr. if any (Month/Day/Year)	,							s commencii
	3. Transaction Date (Month/Day/Year)		9/4/02						installment
	2. Conversion or Exercise Price of Derivative Security		8.89						esponses: three equal
	1. Title of Derivative Security (Instr. 3)	4	Stock Option (right to buy)						Explanation of Responses:

Date Date Page 9 25 SEC 1474 (3.99.8) 70/11/05 **Signature of Reporting Person スターなる」

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. Ser. 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Now File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB coursol number.



October 17, 2002

Securities and Exchange Commission Filing Room 450 Fifth Street, N.W. Judiciary Plaza Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

- Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for Karen Walker, an officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

Leslie N. Apony

Enclosure

Karen Walker cc:

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

0

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

VAL
PRO
AP.
OMB

Expires:.....January 31.0005 Estimated average burden OMB Number.....3235,628 hours per response......

(Print or Type Responses)						- -
1. Name and Address of Reporting Person*	of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol	er or Trading Symbol	6. Relationship of Reporting Person(s) to Issuer	
Walker	Karen	Ä.	Boston Communications Group, Inc.	is Group, Inc.	Director 10% Owner	,
(Last)	(First)	(Middle)	3. I.R.S. Identification	4. Statement for	X Officer (give Other (specify	ify
c/o Boston Communications Group	ations Group		Number of Reporting	Month/Day/Year	title below) below)	_
100 Sylvan Road, Suite 100	te 100		Person, if an entity			
			(voluntary)	9/02	VP Fin. Admin & CFO	
(Sirect)				5. If Amendment,	7. Individual or Joint/Group Filing	
				Date of Original	(Check applicable line)	
				(Month/Day/Year)		
					Form filed by One Reporting Person	_
Wobum	MA	01801			Form filed by More than One Reporting Person	_
(City)	(State)	(diZ)		:		-

Document 24-11

		hip 7. Nature and incect Indirect Beneficial Owners (20)		Pag	e 54	of 68	
		es 6. Ownership Form: Direct (D) or Indirect	(I) (Instr. 4)				
	ially Owned	5. Amount of Securities 6. Ownership Beneficially Owned Form: Direc Following Reported Transaction(s) Indirect	(Instr. 3 and 4)				
	or Benefic	Acquired losed of and 5)	(A) or (D)				
	Securities Acquired, Disposed of, or Beneficially Owned	2A.Deemed 3. Transac- 4. Securities Acquired Execution Date (Instr. 8) (D) (Instr. 3, 4 and 5)	Amount				
	es Acquirec	3. Transac- tion Code (Instr. 8)	Code V				
	ive Securiti	2A.Deemed Execut- ion Date, if any	(Month/ Day/ Year)				
	Table I - Non-Derivative	2. Trans- action Date (Month/	Day/ Year)				
,	Table I -						
		 Title of Security (Instr. 3) 					

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB courted number.

Over VEC 1474 (3-99)

FORM 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

				1 (.0.)			Comme	Lancau, a		(-8.) Perc)					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Saction Date (Month/ Day/ Year)	3A.Deemed Execution Date, if any (Month/ Day/ Year)	4. Transaction Code (Instr. 8)	no (8 ·	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	A) d of 3,	6. Date Exercisable and Expiration Date (Month/Day Year)	Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amo of Underlying Securities (Instr. 3 and 4)	Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	10.Owner- ship form of Deri- vative Secur- ities Benefi- cially	Case 1:45-03-116
				Code	>	€	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s)	Owned at End of Month (Instr. 4)	S-WGY D
Stock Option (right to buy)	8.89	9/4/02		₹.		30,000		(1)	9/4/12	Common Stock	30,000	8.89	138,500	D	ocume
															nt∷
	:														24-
															11
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Explanation of Responses: (1) Exercisable in three equal installments commencing on the anniversary of the date of grant.	esponses: three equal	installment	ts commencii	ng on th	ie anni	iversary c	of the dat	e of gran	: ;						2/02/2005
,															5

**Signature of Reporting Person 78 08

Page 55 of 684

SEC 1474 (3-99,

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB coursel number.



October 17, 2002

Securities and Exchange Commission Filing Room 450 Fifth Street, N.W. Judiciary Plaza Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

- Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for Karen Walker, an officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

Leslie N. Apony

Live MARING

Enclosure

Karen Walker

Boston Communications Group, Inc.

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

o

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden 0005
hours per response. 005

(Print or Type Responses)					Dereon(s) to Testier	CV
1. Name and Address of Reporting Person*		Issuer Name and Tick RCGI	er Name and Ticker or Trading Symbol	6. Relationship of Reporting Person(s) to cooks (Check all applicable)	resect of (e)incip.	-111
Walker Karen	Ä	Boston Communications Group, Inc.	ns Group, Inc.	Director	10%	10% Owner 91
	(Middle)	3. I.R.S. Identification Number of Reporting	4. Statement for Month/Day/Year	X Officer (give title below)	Other	Other (specify Abelow) D
c/o Boston Communications Group 100 Sylvan Road, Suite 100		Person, if an entity (voluntary)	8/02	VP Fin. /	VP Fin. Admin & CFO	′ Do
(Street)			5. If Amendment, Date of Original	 Individual or Joint/Group Filing (Check applicable line) 	Filing	cumen
	•		(111)	X Form filed by One Reporting Person	Reporting Person	t 24
Woburn MA 01	01801			Form filed by More	Form filed by More than One Reporting Person	
(City) (State)	(Zip)					
	[- Non-Deriv	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	red, Disposed of, or B	eneficially Owned		
1. Title of Security (Instr. 3)	2. Transaction action Date (Month/	2A.Deemed 3. Transac- Execut- tion Code ion Date (Instr. 8)	c- 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Securities y Owned Reported n(s)	vnership m: Direct or irect	7. Nature collindirect Definition of Seneficial Ownersity
	Day/ Year)	(Month/ Day/ Code Year)	(A) Or I (D)	(Instr. 3 and 4) Price	(J) (Instr. 4)	(2005
						Pa
						ge
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						of
						68

Reminder. Report on a separate line for each class of securities beneficially owned directly or indirectly. * If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(-)ver) SI-C 1474 (3-99)

and a second are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

FORM 4 (continued)

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

C	1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1	WGY D	cun	ne	ent 2	4-1	1		Fi	lec	1:	 2/0:
		Owned at End of Month (Instr. 4)	Ω		D							
	9. Number of Derivative Securities Beneficially Owned Following	Transac- tion(s) (Instr, 4)	106,000		108,500							
	8. Price of Derivative Security (Instr. 5)		7.58		7.09							
	d Amount rlying ies and 4)	Amount or Number of Shares	10,000		2,500							
	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Title	Common	Stock	Common Stock							
	Date Exercisable and Expiration Date (Month/Day/	Expiration Date	1/25/12	1120112	7/12/02							
	က်	Date Exercisable	5	E_	(2)							-
`	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ê										
	S.Num Deriv Secu Acqu or Di (D) ((A)	9	0000	2,500							_
(c.9.3 ham)	t. Transaction Saction Code (Instr. 8)	> =				+	-	1				
ا د		Code		4	<			_	-			
	3A.Deemed 4. Tran- Execu- tion Code Date, (Instr. if any (Month/ Day/ Year)	-										
	3. Transaction Saction Date (Month/ Day/ Year)			1/25/02	2/12/02	70/71//						
İ	2. Conversion or saction Exercise Date Price of (Monu Derivative Year)			7.58	00 1	7.07						
	1. Title of Derivative Security (Instr. 3)			Stock Option	(right to buy) Stock Option	(right to buy)						

Explanation of Responses:

(1) Exercisable in three equal installments commencing on the anniversary of the date of grant. Subject to accelerated vesting in whole or in part based on performange on the anniversary of the date of grant. goals being met.

(2) Exercisable in three equal installments commencing on the anniversary of the date of grant.

* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note File three copies of this Form, one of which must be manually signed. Il space is insufficient, see Instruction 6 for procedure.

Page 2 SEC 1474 (3-99)

Page 58 of 68

Date

Date

**Signature of Reporting Person オダーはあり



October 17, 2002

Securities and Exchange Commission Filing Room 450 Fifth Street, N.W. Judiciary Plaza Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for Karen Walker, an officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

Leslie N. Apony

Lile MARILES

Enclosure

Karen Walker cc:

 COMMISSION	
AND EXCHANGE COMMISSION	OF 100 C G
UNITED STATES SECURIT	

Washing..n, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Expires: September 30, 15 as Estimated average burden

hours per response.

32,35-02-17

OMi3 Number:

OMB APPROVAL

Form 5 abilgations may confinee. subject to Section 16. Form 4 or Check this box if no longer-

See Instruction 1(b).

FURM 4

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

Decument 24-11
Beneficial Ships of Ship Page 60 of 68 Filed 12/02/2005 (Instr. 4) Table I -- Non-Derivalive Securities Acquired, Disposed of, or Beneficially Owned (I) (Instr. 4) Indirect Owner-Direct (D) or Form: Ŷ. (Instr. 3 and 4) End of Month Beneficially Amount of 28,463 Securities Owned at Price Boston Communications Group, Inc. (BCGI) 4. Securities Acquired (A) <u>(4</u>) 2. Issuer Name and Ticker or Trading Symbol Д Date of Original or Disposed of (D) (Instr. 3, 4 and 5) 5. If Amendment, 4. Statement for (Month/Year) 12/01 Month/Year Amount 450 (hstr. 8) Number of Reporting > 3. I.R.S. Identification Person, if an entity action 3. Trans-Code Code Ġ (voluntary) (Month/ Day/ Year) 12/19/01 action 2. Trans-Date (Middle) (dr_2) 01801 Boston Communications Group 1. Name and Address of Reporting Person* 100 Sylvan Road Suite Karen (Street) (State) (First) МA Stock (Print or Type Responses) 1. Title of Security Соштоп Walker Woburn (Instr. 3) (Last) (City)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. * If the form is filed by more than one reporting person, see Instruction 4(b)(v).

() () () SEC 1473 (7-9.1)

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	117.1
	SEC

4D EXCITANGE COMMISSION Washington, D.C. 20549 UNITED STATES SECURITIE

32.35-0207

OMIL Number:

OMIS AIPPROV. 1.

Explires: September 30, 1998

Estimated average burden

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

Form 5 obligations may continue. subject to Section 16. Form 4 or

Check this box if no longer-

FOLK 4

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility

7. Nalure old Indirect Beneficiam Owner-Page 61 of 68 :05-cv 7. Individual or Joint/Group Filing (Good Apply and Level XForm filed by One Reporting Person Form 2/02/2005 (Ins r. 4) Other (specify 6. Relationship of Reporting Person(s) to Issuer br low) 10% Owner XForm filed by One Reporting Person Form filed by More than One Reporting Person Table I - Non-Derivalive Securities Aequired, Dispoved of, or Beneficially Owned (Instr. 4) 6. Owner-Indirect (Check all applicable) Direct (1) or ship Furm: VP & Titebelow) Instr. 3 and 4) End of Month Officer (give Ucneficially 5. Amount of Owned at Securities · Director Price Boston Communications Group, Inc./BCGI Securities Acquired (A) ₹<u>@</u> 2. Issuer Name and Ticker or Trading Symbol Date of Original or Disposed of (D) 5. If Amendment, (Instr. 3, 4 and 5) 10/01 (Month/Year) 4. Statement for Month/Year Amount (Instr. 8) Number of Reporting > 3. I.R.S. Identification 3. Transaction Person, if an entity Code Code (voluntary) (Month/ action 2. Trans-Date Year) Day/ (Middle) 01801 (d17) Boston Communications Group 100 Sylvan Road Suite 100 1. Name and Address of Reporting Person* Karen (Street) MA (State) See Instruction 1(b). Print or Type Responses) 1. Title of Security Walker Woburn (Instr. 3) (((1))

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

• If the form is filed by more than one reporting person, see Instruction 4(b)(v).



January 8, 2002

Securities and Exchange Commission Filing Room 450 Fifth Street, N.W. Judiciary Plaza Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for Karen Walker, an officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

Alan I Rouffard

Enclosure

cc: Karen Walker

FORM 4 (confined)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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(e.g., puts, calls, warrants, options, convertible securities)

Gase 1:05-cv-1	1 165-WG	Y [Эоси	men	t <mark> 24</mark>	-11_	E	iled	12/0	2/20	05
11. Naiure of from the ladirect Beneficial Ownership (fusion - 4)											
10.0 wact- ship Form of Deriv- stive Security: Direct (D) or	(lintr. 4)	F	-	А							-
9. Number 10.0 wncr- of deriv- stire Se ur- litis Bene- Reislly Gestling Security Reislly Owned At find	of Month (Intr. 4)	81.000	, ,	96,000							
8. Price of of Deriv-suive Security (Instr. 5)		\$13.00	1 20	\$7.75						-	
nt of mities	Amount or Number of Shares	20,000	10,000	5,000 \$							
7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Title	Common Stock	Common Stock	Stock							
e and tion h/Day/	Expira- tion Date	8/25/10	4/6/11 Common	10/10/11 Common							
9	Date Exer- cisable	Œ	(2)	(1)							
5. Number of Derivative Scourines Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	9						-				
5. Numbe ative Sa quired posed o (Instr. 2	ર્	20,000	10,000	5,000							
	Code	Ā	A	A				·			
3. Trans- action Date (Month/ Day/ Year)		8/25/00 'A	10/9/5	10/10/01							
2. Convete 3. Transion or active Exercise Date Price of Derivative Day/Security Year)		\$13.00	\$6.4375 4/6/01	\$7.75							
1. Title of Derivative Security 2. Conver. 3. Trans. 4. Trans. (Instr. 3) sion or action action Exercise Date Code Price of Price of Pori. (Month! (Instr. 1 Security Year)		Stock Option (right to buy)		(right to buy)					·		

Explanation of Responses: (1) Exercisable in three equal installments commencing on the anniversary of the date of grant. (2) Exercsiable on or after 2/28/02 if performance goals are met. commencing on the anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. Sec 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

see Instruction 6 for procedure.

who are to respond to the collection of information contained in this form (Potential per required to

nd unless the form displays a currently valid OMB Number.

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Case	1:05-cv-	111	65-WG1

Document 24-11

Filed 12/02/2005

. Page 64 of 68

3E COMMISSION

AND EXCHANG	Washing-n, D.C. 20549
UNITED STATES SECURIT	Washing

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Expires: September 30, 19:38 hours per response. 0 5

OMB Number:

OMB APPIROVAL

Estimated average burden

Filed pursuant to Section 16(a).of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

Form 5 obligations may continue. subject to Section 16. Form 4 or Check this box if no longer-

See Instruction 1(b)....

FORM 4

Beneficial Individual or Joint/Group Filing (Ozet Apticate Live)

X Form filed by One Reporting, Person
From filed by More than One Reporting Person Nature of Other (sy ecify 6. Relationship of Reporting Person(s) to Issuer Owner-ship 4 brlow) Indirect 10% Owner (Instr. Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Instr. 4) (Check all applicable) Indirect (I) Owner-Direct (D) or ship Form: Д title below) VP & CFO Director Officer (give (Instr. 3 and 4) End of Month Beneficially Amount of Securities 28,463 Owned at 'n Price Boston Communications Group, Inc. (BCGI) Securities Acquired (A) €. ₽ 2. Issuer Name and Ticker or Trading Symbol Д Date of Original or Disposed of (D) If Amendment, (Instr. 3, 4 and 5) (Month/Year) Statement for Month/Year 12/01Amount 450 Number of Reporting (Instr. 8) 3. I.R.S. Identification ۲ Person, if an entity 3. Transaction Code Code G (voluntary) (Month/ Day/ 12/19/01 2. Transaction Date Year) (Middle) 01801 100 Sylvan Road Suite 100 1. Name and Address of Reporting Person* Karen (Street) (State) (First) МA Stock Print or Type Responses) . Title of Security Common Walker Woburn (Instr. 3) (Last) (City)

Reminder: Report on a separate line for each class of securities benesicially owned directly or indirectly, * If the form is filed by more than one reporting person, see Instruction 4(b)(v).

SEC 1474 (7-96)

Case 1:05-cv-11165-WGY

Indirect Beneficial Owner-

ζ

Table II - Derivalive Securities Acquired, Disposed of, or Beneficially Owned

FORM 4 (continued)

(c.g., puts, calls, warrants, options, convertible securities)

thip (Instr. 4)

Document 24-11

Filed 12/02/2005

Page 65 of 68

II. Naturc 10.0wncrship Form of Deriv-Ative Security: Direct (D) or Indirect (Instr. 4) А 81,0do 9. Number of deriv-91,00 (lnxtr. 4) atire Secur-itics 96,000 ficially Bene-Owned pri jad of Month ٠. \$13.00 10,000 \$6.437b of Denivative Secur-Serie. 8. Price \$7.75 Amount or Number of Shares Stock 20,000 5,000 Underlying Securities Title and Amount of Stock (Instr. 3 and 4) Stock Сошшоп Title Сошшол 10/10/11Common 8/25/10 Expiration Date (Month/Day/ Year) Expira-tion Date 11/9/ Date Exer-cisable and Date Exer-cisable 3 3 Ξ vi ative Securities Ac-5. Number of Deriv-Posed of (D) (Instr. 3, 4, and 5) quired (A) or Dis-0 5,000 10,000 20,000 € (Instr. 8) 3. Trans- 4. Trans-· action > Code gg ⋖ ⋖ ⋖ action (Month/ \$13.00 8/25/00 Date \$6.4375 4/6/01 10/01/01 Day/ Year) 2. Conver-Exercise Security | Price of sion or valive Deri-\$7.75 1. Title of Derivative Security right to buy) right to buv) Stock Option (right to buy) Stock Option Stock Option (Instr. 3)

Otherwise exercisable in three equal installments the date of grant. οĘ Explanation of Responses: (1) Exercisable in three equal installments commencing on the anniversary Exercsiable on or after 2/28/02 1f performance goals are met. commencing on the anniversary of the date of grant.

Ċ

**Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. Sec 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

see Instruction 6 for procedure.

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BOSTON COMMUNICATIONS GROUP

BY OVERNIGHT DELIVERY

April 29, 1999

Securities and Exchange Commission Filing Room 450 Fifth Street, N.W. Judiciary Plaza Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of an Initial Statement of Beneficial Ownership of Securities on Form 3 for Karen Walker, an Executive Officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (617) 476-4603. Thank you for your assistance with this matter.

Very truly yours,

Alan J. Bouffard

Enclosure

cc: Karen Walker Michael D. Bain, Esq.

SEC 1473 (7-96)

. If the form is filed by more than we reporting portion, see lastraction s(b)(x).

FORE 3

[Print or Type Responsed

UNITED STATES SECURITY A AND EXCHANGE COMMISSION Wushington, O.C. 20549

INITIAL, STATEMENT OF BENEFICIAL OWNERSHIP OF SECURIFIES

Fibul partitant in Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Robbing Company Act of 1935 or Section 30(f) of the lawestment Company Act of 1940

Expires: September 30, 1938 Estimated average burden havrs par rasponse. 0.5

OND APPROVAL

OMB Number:

1. Nume and Address of Reporting Person.		3. Oxte af Erun Ro-	Re- 4. Issuer Name and Tieker of Tradias Symbol	Ticker of Trading	Symbol	
Walker Karen		quiting statement (Mouth/Day/Year)		Boston Communications Group, Inc.	coup, Inc. (BGGI)	
Communic	(Midale)	4/22/99	<u> </u>	of Reporting Person(s) (Cheek all applicable)	to traver 6. If Amendment, Date of highlisters	L. Datz ní hilisyfyteni
100 Sylvan Road (Sires)		curity Namber of	X Officer (<u></u>	Juin/Group
Woburn	01801	(Volumbary)	V.P. Finan	tite below) . Admin. & CFO	Delow: X from the by the formal from the formal from the first first formal from the fir	Cog From Our Injuries Proper
(City) (State)	(77b)		Table ! Nen-De	rivalive Securilies	Table ! - Nen-Derfrative Securities Deneficially Owned	
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Common Stock			27,076	D		
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Reministra Report in a argunale line for each class of rectivities beneficially owned directly in andirectly.	class of securities benefi	enefficially owned direct	lly ar indirectly.			(Over)

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1. July of Berra agent Security Hants 41	2. Pok Ere- citable mad Expiration University (free)	er. 1.	The and Amount of Successive Underlying 4. Derivative Security (Inc. 4)	s Underfying	f. Corrections of Exercise Proceed	<u> </u>	is. Becure of Indiner Buckering Conserting (India L)
	Date Exer 150 coathle Da	Errius- iva Dae	Tide	Avount ad Number Shure	Facility Society	Security. Die Est. (C) or loditent. (1)	
Stock option (Right to buy)	(1) 2/25/0]	25/0/2	Common Stock	12,000	\$4.875	G	
Stock option (Right to bay)	(1) 4/29/00	29,7017	Common Stock	10,000	\$4.875	D	
Stock option (Right to buy)	(1) 2/3/09	109	Common Stock	19,000	\$8.625		
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Exercisable in five equal annual installments, commencing one year after the date of grant which was ten Exercisable on 2/3/07; or on 2/28/00 if performance years prior to the expiration date. (3)

goals for 1999 are met an interest folial Chains Thin one for thus. Indian 12 U.S.C. Pettal.

Signature of Asportner Kessen

Note. Fit: three capies of this form, one of which mans he armostly ugued if space is insufficient. See Instruction 6 for procedure.

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Exhibit 30

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Document 24-12

11/28/2005

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Notice of Annual Meeting of Shareholders to be Held On Thursday, May 23, 2002

Sylvan Road, Woburn, Massachusetts to consider and act upon the following proposals: (the "Company") will be held on Thursday, May 23, 2002, at the Company, 100 The Annual Meeting of Shareholders of Boston Communications Group, Inc.

- Directors, each to serve for a three-year term. To elect Paul J. Tobin, Brian E. Boyle and E.Y. Snowden, as Class III
- 'n Directors as the Company's independent auditors for the current fiscal year. ratify the and Young
- ω o meeting or any adjournment thereof transact such other business as may properly come before the

transacted at the meeting. The Board of Directors has no knowledge of any other business to be

be entitled to notice of and to vote at the meeting or any adjournment thereof. Shareholders of record at the close of business on April 16, 2002 will

11/28/2005

Alan J. Bouffard,

Woburn, Massachusetts April 19, 2002

BE AFFIXED IF THE PROXY CARD IS MAILED IN THE UNITED STATES. IF THE ENVELOPE IS LOST PLEASE RETURN THE PROXY CARD TO EQUISERVE P.O. BOX 43058, PROVIDENCE, RI TO ENSURE REPRESENTATION OF YOUR SHARES AT THE ANNUAL MEETING. NO POSTAGE NEED WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, DATE AND SIGN THE ENCLOSED PROXY CARD AND MAIL IT PROMPTLY IN THE ENCLOSED ENVELOPE IN ORDER

Boston Communications Group, Inc. 100 Sylvan Road Woburn, Massachusetts 01801

Proxy Statement for the Annual Meeting of Shareholders to be Held on May 23, 2002

shareholder gives affirmative notice at the Annual Meeting that the shareholder revoke a proxy previously signed and delivered by such shareholder unless the shareholder's attendance at the Annual Meeting will not be deemed, by itself, to Clerk of the Company or by attending the Annual Meeting and voting in person. A exercise by delivery of written revocation or a subsequently dated proxy to the herein. Any proxy may be revoked by a shareholder at any time before its of the proposals set forth in the accompanying Notice of Meeting and described signed proxy card, the shares represented by such proxy will be voted in favor shareholders' instructions set forth therein. If no choice is specified on a represented by validly executed proxies will be voted in accordance with the 2002 and at any adjournments of that meeting (the "Annual Meeting"). All shares of proxies by the Board of Directors of Boston Communications Group, Inc. (the intends to revoke such proxy and vote in person. "Company") for use at the Annual Meeting of Shareholders to be held on May 23, This Proxy Statement is furnished in connection with the solicitation

11/28/2005

Page 4 of 66

Road, Woburn, Massachusetts 01801. written request to the Company, Boston Communications Group, Inc., 100 Sylvan except for exhibits, will be furnished, without charge to any shareholder upon ended December 31, 2001, as filed with the Securities and Exchange Commission, A copy of the Company's Annual Report on Form 10-K for the fiscal year

Voting Securities and Votes Required

shares of common stock, \$.01 par value per share, of the Company (the "Common Stock"), constituting all of the voting stock of the Company. Holders of Common Stock are entitled to one vote per share. Meeting, there were outstanding and entitled to vote an aggregate of 17,235,071 determination of shareholders entitled to notice of and to vote at the Annual At the close of business on April 16, 2002, the record date for the

purposes of determining whether a quorum is present. or by proxy (including shares that abstain or do not vote with respect to one or of business at the Annual Meeting. Shares of Common Stock represented in person entitled to vote at the Annual Meeting constitutes a quorum for the transaction majority of the number of shares of Common Stock issued, outstanding and The presence in person or representation by proxy of the holders proposals presented for shareholder approval) will be counted for

proxy at the Annual Meeting. The affirmative vote of the majority of the votes auditors for the current fiscal year. ratification of the selection of Ernst and Young LLP as the Company's independent cast, in person or by proxy, at the Annual Meeting is required for the directors will be determined by a plurality of the votes cast, in person or by If a quorum is present at the Annual Meeting, the election of the

ones presented for shareholder approval at this Annual Meeting, that requires shares voting on such proposal. Accordingly, shares withheld or abstaining and shares as to a particular proposal ("broker non-votes"), will not be counted as on their proxies that they do not have discretionary authority to vote such proposal, and shares held in "street name" by brokers or nominees who indicate votes in favor of such proposal and will also not be counted as votes cast or the affirmative vote of a certain percentage of the shares voting on the "broker non-votes" will have no effect on the voting on proposals, such as the Shares that are withheld or that abstain from voting as to a particular

Security Ownership of Certain Beneficial Owners and Management

N

Company as a group: Compensation" below and (iv) all current directors and executive officers of the named in the Summary Compensation Table set forth under the caption "Executive to become a director of the Company, (iii) each executive officer of the Company outstanding shares of Common Stock, (ii) each director and each person nominated by (i) each person known by the Company to beneficially own more than 5% of the The following table sets forth certain information as of February 28, 2002, with respect to the beneficial ownership of the Company's Common Stock

William Wessman (14)	Karen Walker (13)	Jerrold D. Adams (12)	Brian K. BOYLE (LL)	RODert Sullivan (10)	Frederick von Mering (9)	B. F. SHOWGER (8)	Paul J. Tobin (7)	New York, NY 10017	270 Park Avenue	J.P. Morgan Chase and Co. (6)	Santa Monica, CA 90401	1299 Ocean Avenue, 11th Floor	Dimensional Fund Advisors Inc. (5)	Boston, MA 02109	82 Devonshire Street	FMR Corp. (4)	San Francisco, CA 94120	45 Fremont Street	Barclays Global Investors (3)	Beneficial Owner
77,802	81,701	97,075	357,305	364,035	421,132	447,050	627,165			920,820			1,077 200			1,151,000			1,321,964	Number of Shares BeneficiallyOwned(1)
*	*	*	2.04%	2.12%	2.45%	2.55%	3.64%			J.35%			G.26%			o. 00%			7.69%	Common Stock Outstanding (2)

All current directors and officers as a group (19) (12 persons)	Rajendra Singh (18)	Gerald S. McGowan (17)	Paul R. Gudonis (16)	Gerald Segel (15)
2,619,265	19,000	39,000	40,000	48,000
15.23%	*	*	*	*

Page 6 of 66

- Less than 1%
- (1) admission of beneficial ownership of such shares. Any reference in the 60 days after February 28, 2002. to stock options which are currently exercisable or exercisable within footnotes below to stock options held by the person in question relates shares of Common Stock deemed beneficially owned does not constitute an beneficial ownership for any other purpose. The inclusion herein of any Securities and Exchange Commission and is not necessarily indicative of Common Stock beneficially owned is determined under the rules of the shares indicated, except as otherwise noted. The number of shares of Each person has sole investment and voting power with respect to the
- (2) currently exercisable or exercisable within 60 days after February 28, shares subject to options held by the person in question that are includes 17,195,821 shares outstanding as of February 28, 2002 plus any The number of shares deemed outstanding with respect to a named person
- 3 Based solely upon a Schedule 13G filed on February 8, 2002.
- (4) Based solely upon a Schedule 13G filed on February 14, 2002.
- 5 Based solely upon a Schedule 13G filed on January 30, 2002.
- 9 Based solely upon a Schedule 13G filed on February 11, 2002
- (7) and Includes Includes 287,000 shares held by the Margaret M. Tobin 1988 Tobin is the trustee of the Paul J. Tobin 1988 Trust. 306,831 shares held by the Paul J. Tobin 1988 Trust, 33,334 shares issuable pursuant to stock options. M. Tobin 1988

(16)

(19)

Snowden's children. Of these, Includes Margaret Margaret M. Tobin, the spouse of Paul J. Tobin, is trustee of the 411,134 111,134 shares issuable pursuant to stock op 180,000 are held in trust for the benefit of Mr. Tobin 1988 Trust.

Page 7 of 66

(8)

- (10)9 (11) E. Boyle includes 170,250 shares owned by Sand Drift, Includes 129,000 shares issuable Includes 16,668 shares issuable pursuant to stock options Includes 147,322 shares issuable pursuant to stock options. Boyle is a limited Charitable partner and 52,000
- direct pecuniary interest therein. beneficial ownership of these shares, except Foundation. Mr. Boyle pursuant to stock options. to the extent of his shares owned by the Brian disclaims Ltd. of which Also
- (12)Includes 91,075 shares issuable pursuant to stock options
- (13)Includes 51,401 shares issuable pursuant to stock options
- (14)Includes 76,302 shares issuable pursuant to stock options
- (15)Includes 38,000 shares issuable pursuant to stock options
- (17)Includes 2,000 shares issuable pursuant to stock options.

Includes 38,000 shares issuable pursuant to stock options

(18)Includes 19,000 shares issuable pursuant to stock options

Includes 1,053,236 issuable pursuant to stock options

ELECTION OF DIRECTORS

members of each class holding office for staggered three-year terms. The currently consists of three Class I Directors, whose terms expire at the The Company's Board of Directors is divided into three classes, with Board

http://www.sec.gov/Archives/edgar/data/1012887/000101288702000012/0001012887-02-000012.txt

Common Stock on the date of grant.

(2)	(1)	1 1 1	1 1 1 1	Willian
The exercise price is equal to the fair market value of the	All options vest in year period commence	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		William Wessman
is equal to the fair	All options vest in three equal annual installments over a year period commencing on the first anniversary of the date		1 1 1 1 1	10,000 5,000
market value o	installments iversary of the			2.05% 1.02%
of the Company's	over a three date of grant.			6.4375 7.75
				4/6/11 10/10/11
				40,525 24,350

- $\widehat{\omega}$ any, on stock option exercises will depend on future performance of the not represent the Company's estimate or projection of future stock mandated by the rules of the Securities and Exchange Commission and gains are based on assumed rates of stock appreciation of 5% and 10% deductions for tax or other expenses associated with the exercise shown are net of the option exercise price, but do not include Common Stock and the date on which the options are exercised. Values depreciation in the price of the Common Stock to date. Actual gain, prices. This table does not take into account any appreciation or to their expiration date. The assumed rates of appreciation are compounded annually from the date the respective options were granted respective options if exercised at the end of the option term. Amounts represent hypothetical gains that could be achieved for the
- 4) No restricted stock or stock appreciation rights were granted in 2001.

Option Exercises and Holdings

held by each of the Named Executive Officers on December 31, 2001. the Named Executive Officers, and the number and value of unexercised options exercise of a stock option during the year ended December 31, 2001 by each of The following table sets forth certain information concerning each AGGREGATED OPTION EXERCISES IN LAST FISCAL

AND FISCAL YEAR-END OPTION VALUES

Number of Securities Underlying

Options at Fiscal Year End

In-the-Money Options at Fi Value of Unexercised Year End (\$)(1)

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5	Name	Shares Acquired on	Value				
of 5		Exercise	Realized	1			
Page 10			() ; ; ; ; ; ; ; ; ; ; ; ; ; ; ; ; ; ;	Exercisable	Unexercisable	Exercisable	Unexer
2005	Edward H. Snowden	}	;	330,000	105,000	1,425,660	
12/02/	Robert Sullivan	1 1		13,334	28,666	53,500	
Filed	Frederick E. von Mering	}	ţ	143,988	30,666	785,162	
l-12	Karen Walker	1 1 1	;	44,267	51,733	203,710	
ment 24	William Wessman	1 1		54,501	66,799	295,618	
Docum	(1) The per share value of	of unexercis	unexercised in-the-money options	ey options is ca	calculated		
ЭΥ	by subtracting the per share option exercise price from the last per share sale price of the Company's Common Stock on the Nasdaq National	per share opt the Company'	ion exercise	price from the l k on the Nasdaq	ast per National		

Employment Agreements with Named Executive Officers

Market on December 31, 2001 (\$11.35).

vesting in five equal annual installments commencing on February 10, 1998. In 400,000 shares of Common Stock at an exercise price of \$7.0625 per share, performance-based bonus of up to 40% of base salary. In addition, pursuant to agreement provides for an initial base salary of \$250,000 plus an annual President and Chief Executive Officer and a Director of the Company. The agreement with E.Y. Snowden, pursuant to which Mr. Snowden was made the the agreement, Mr. Snowden was granted a non-qualified stock option to purchase the event of a change in control of the Company (as defined in the agreement), On February 10, 1998, the Company entered into an employment letter

results in his demotion, diminution in responsibilities, or removal from the employment is terminated without cause, or if there is a change of control which as he is otherwise employed, up to a maximum of twelve months. Board, then the Company will pay, as severance, his base salary until such time 100% of the options will vest on the date of such transaction. If Mr. Snowden's

REPORT OF THE COMPENSATION COMMITTEE

responsible for establishing and administering the policies which govern both employees, including its executive officers. annual compensation and performance-based equity ownership of the Company's Messrs. Gudonis, McGowan, Segel and Singh. The Compensation Committee is "Compensation Committee") is currently composed of four non-employee directors, The Compensation Committee of the Board of Directors (the

officers. the Company's policies for 2001 as they apply to the Company's executive This report is submitted by the Compensation Committee and addresses

Policies and Philosophy

establishes compensation programs that are designed to reward executives for the achievement of specified business objectives of the Company. Finally, the attract and retain key executives. Second, the Compensation Committee manner that the Compensation Committee believes will enable the Company to compensation programs and decisions regarding individual compensation in a shareholder interests. First, the Compensation Committee structures executive administered to achieve three broad goals in a manner consistent with provide executives with long-term equity ownership opportunities in the Company Compensation Committee designs the Company's executive compensation programs to in an attempt to align executive and shareholder interests. The Company's executive compensation program is structured and

with respect to matters such as achieving operating budgets, establishing business plan goals are met, of determining salary and bonus levels and stock option grants, the Compensation strategic marketing, distribution and development alliances, product development Committee places significant emphasis on the extent to which strategic and In evaluating both individual and corporate performance for purposes including the progress and success of the Company

Exhibit 30

11/28/2005

http://www.sec.gov/Archives/edgar/data/1012887/000101288702000012/0001012887-02-000012.txt

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RADIO TELEPHONE COMMUNICATIONS [4812]
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                                          Originator-Name: webmaster@www.sec.gov
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<DESCRIPTION>PROXY FOR BOSTON COMMUNICATIONS GROUP INC 01801-1830 STE 100 WOBURN STREET 2: STATE: CITY: ZIP: <FILENAME>proxy.htm <TYPE>DEF 14A </br> <SEQUENCE>1 < DOCUMENT> </TITIE> </HEAD> <TITIB> ATXITY <HTML> <HEAD> <BODY> Notice of Annual Meeting of Shareholders to be Held On Thursday, May 23, 2002

Inc The Annual Meeting of Shareholders of Boston Communications Group, (the "Company") will be held on Thursday, May 23, 2002, at the Company, 100 Sylvan Road, Woburn, Massachusetts to consider and act upon the following proposals:

- Class III ф 13 To elect Paul J. Tobin, Brian E. Boyle and E.Y. Snowden, Directors, each to serve for a three-year term. . ;
- of Ernst and Young LLP by the Board of Directors as the Company's independent auditors for the current fiscal selection To ratify the c,
- before the COME properly as may business meeting or any adjournment thereof such other transact 9 ຕ

knowledge of any other business to be The Board of Directors has no transacted at the meeting.

Shareholders of record at the close of business on April 16, 2002 will be entitled to notice of and to vote at the meeting or any adjournment thereof. The stock transfer books of the Company will remain open. By Order of the Board of Directors,

Alan J. Bouffard, Clerk

> Woburn, Massachusetts April 19, 2002

BE AFFIXED IF THE PROXX CARD IS MAILED IN THE UNITED STATES. IF THE ENVELOPE IS WHETHER OR NOT YOU EXPECT TO ATTEND THE MESTING, PLEASE COMPLETE, DATE AND SIGN THE ENCLOSED PROXY CARD AND MAIL, IT PROMPTLY IN THE ENCLOSED ENVELOPE IN ORDER TO ENSURE REPRESENTATION OF YOUR SHARES AT THE ANNUAL MEETING. NO POSTAGE NEED LOST PLEASE RETURN THE PROXY CARD TO EQUISERVE P.O. BOX 43058, PROVIDENCE, RI

Boston Communications Group, Inc. 100 Sylvan Road Woburn, Massachusetts 01801 Proxy Statement for the Annual Meeting of Shareholders to be Held on May 23, 2002

exercise by delivery of written revocation or a subsequently dated proxy to the Clerk of the Company or by attending the Annual Meeting and voting in person. A shareholder gives affirmative notice at the Annual Meeting that the shareholder 2002 and at any adjournments of that meeting (the "Annual Meeting"). All shares of proxies by the Board of Directors of Boston Communications Group, Inc. (the This Proxy Statement is furnished in connection with the solicitation of the proposals set forth in the accompanying Notice of Meeting and described signed proxy card, the shares represented by such proxy will be voted in favor "Company") for use at the Annual Meeting of Shareholders to be held on May 23, shareholder's attendance at the Annual Meeting will not be deemed, by itself, revoke a proxy previously signed and delivered by such shareholder unless the represented by validly executed proxies will be voted in accordance with the shareholders' instructions set forth therein. If no choice is specified on herein. Any proxy may be revoked by a shareholder at any time before its intends to revoke such proxy and vote in person. 11/28/2005

Page 4 of 66

shareholders concurrently with this Proxy Statement on or about April 19, 2002. The Company's 2001 Annual Report to Shareholders is being mailed to

A copy of the Company's Annual Report on Form 10-K for the fiscal year except for exhibits, will be furnished, without charge to any shareholder upon ended December 31, 2001, as filed with the Securities and Exchange Commission, written request to the Company, Boston Communications Group, Inc., 100 Sylvan Road, Woburn, Massachusetts 01801.

Voting Securities and Votes Required

Meeting, there were outstanding and entitled to vote an aggregate of 17,235,071 Stock"), constituting all of the voting stock of the Company. Holders of Common shares of common stock, \$.01 par value per share, of the Company (the "Common determination of shareholders entitled to notice of and to vote at the Annual At the close of business on April 16, 2002, the record date for the Stock are entitled to one vote per share.

or by proxy (including shares that abstain or do not vote with respect to one or of business at the Annual Meeting. Shares of Common Stock represented in person entitled to vote at the Annual Meeting constitutes a quorum for the transaction more of the proposals presented for shareholder approval) will be counted for The presence in person or representation by proxy of the holders of majority of the number of shares of Common Stock issued, outstanding and determining whether a quorum is present. purposes of

ratification of the selection of Brnst and Young LLP as the Company's independent directors will be determined by a plurality of the votes cast, in person or by proxy at the Annual Meeting. The affirmative vote of the majority of the votes If a quorum is present at the Annual Weeting, the election of the in person or by proxy, at the Annual Meeting is required for the auditors for the current fiscal year. cast,

Shares that are withheld or that abstain from voting as to a particular shares as to a particular proposal ("broker non-votes"), will not be counted as proposal, and shares held in "street name" by brokers or nominees who indicate shares voting on such proposal. Accordingly, shares withheld or abstaining and "broker non-votes" will have no effect on the voting on proposals, such as the ones presented for shareholder approval at this Annual Meeting, that requires votes in favor of such proposal and will also not be counted as votes cast or on their proxies that they do not have discretionary authority to vote such the affirmative vote of a certain percentage of the shares voting on proposal.

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Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information as of February 28, 2002, with respect to the beneficial ownership of the Company's Common Stock by (i) each person known by the Company to beneficially own more than 5% of the outstanding shares of Common Stock, (ii) each director and each person nominated to become a director of the Company, (iii) each executive officer of the Company named in the Summary Compensation Table set forth under the caption "Executive Company as a group:
The follow 28, 2002, with respect by (i) each person kno outstanding shares of to become a director onamed in the Summary Compensation" below an Company as a group:

Beneficial Owner	Number of Shares BeneficiallyOwned(1)	Percentage of Common Stock Outstanding(2)
Barclays Global Investors (3)	1,321.964	% 50 60 60 60 60 60 60 60 60 60 60 60 60 60
45 Fremont Street		•
San Francisco, CA 94120		
FMR Corp. (4)	000.121.1	60 00 U
82 Devonshire Street		°
Boston, MA 02109		
Dimensional Fund Advisors Inc. (5)	1.077 200	6/0 C
1299 Ocean Avenue, 11th Floor		•
Santa Monica, CA 90401		
J.P. Morgan Chase and Co. (6)	008,006	п (ц
270 Park Avenue)	9
New York, NY 10017		
Paul J. Tobin (7)	627.165	u 4 6/9
E.Y. Snowden (8)	447,750	
Frederick von Mering (9)	421,132	
Robert Sullivan (10)	364.035	0 0 C C C C C C C C C C C C C C C C C C
Brian E. Boyle (11)	357.305	
Jerrold D. Adams (12)	97,075	•
karen walker (13)	81,701	*
William Wessman (14)	77,802	*

Filed 12/02/2005

Page 6 of 66

Gerald	l Segel (15)	48,000	*
Paul R	R. Gudonis (16)	40,000	*
Gerald	S. McGowan (17)	39,000	*
Rajendra	ra Singh (18)	19,000	*
All cu (12 pe	current directors and officers as a group (19) $_2$, $_2$, $_3$	2,619,265 15.	15.23%
*	Less than 1%		
(1)	Each person has sole investment and voting power with respect to the shares indicated, except as otherwise noted. The number of shares of Common Stock beneficially owned is determined under the rules of the Securities and Exchange Commission and is not necessarily indicative of beneficial ownership for any other purpose. The inclusion herein of any shares of Common Stock deemed beneficially owned does not constitute an admission of beneficial ownership of such shares. Any reference in the footnotes below to stock options held by the person in question relates to stock options which are currently exercisable or exercisable within 60 days after February 28, 2002.		
(2)	The number of shares deemed outstanding with respect to a named person includes 17,195,821 shares outstanding as of February 28, 2002 plus any shares subject to options held by the person in question that are currently exercisable or exercisable within 60 days after February 28, 2002.		
(3)	Based solely upon a Schedule 13G filed on February 8, 2002.		
(4)	Based solely upon a Schedule 13G filed on February 14, 2002.		
(5)	Based solely upon a Schedule 13G filed on January 30, 2002.		
(9)	Based solely upon a Schedule 13G filed on February 11, 2002.		
(7)	Includes 33,334 shares issuable pursuant to stock options. Includes 306,831 shares held by the Paul J. Tobin 1988 Trust, and 287,000 shares held by the Margaret M. Tobin 1988 Trust. Mr. Tobin is the trustee of the Paul J. Tobin 1988 Trust.		

the Tobin, is trustee of the spouse of Paul J. Margaret M. Tobin 1988 Trust Tobin, Margaret M.

Page 7 of 66

- options to stock 180,000 are held in trust for the benefit of pursuant issuable shares Snowden's children 411,134 of these, Includes (8)
- Includes 147,322 shares issuable pursuant to stock options. 9
- Includes 16,668 shares issuable pursuant to stock options. (10)
- the Brian Also beneficial ownership of these shares, except to the extent of his shares owned by pursuant to stock options. Ltd. of which disclaims Mr. Boyle includes 170,250 shares owned by Sand Drift, partner and 52,000 Foundation. direct pecuniary interest therein. Includes 129,000 shares issuable Boyle is a limited E. Boyle Charitable (11)
- Includes 91,075 shares issuable pursuant to stock options. (12)
- Includes 51,401 shares issuable pursuant to stock options (13)
- Includes 76,302 shares issuable pursuant to stock options (14)
- Includes 38,000 shares issuable pursuant to stock options. (15)
- Includes 38,000 shares issuable pursuant to stock options (16)
- Includes 2,000 shares issuable pursuant to stock options. (11)
- Includes 19,000 shares issuable pursuant to stock options (18)
- Includes 1,053,236 issuable pursuant to stock options (19)

ELECTION OF DIRECTORS

Board with members of each class holding office for staggered three-year terms, The The Company's Board of Directors is divided into three classes, three Class I Directors, whose terms expire at currently consists of

William Wessman	10,000	2.05%	6.4375	4/6/11	40,525	,-1
	5,000	1.02%	7.75	10/10/11	24,350	
	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1					

Page 17 of 66

over a three All options vest in three equal annual installments (7)

- year period commencing on the first anniversary of the date of grant.
 - The exercise price is equal to the fair market value of the Company's Common Stock on the date of grant. <u>(7</u>

 (\mathfrak{S})

- any, on stock option exercises will depend on future performance of the depreciation in the price of the Common Stock to date. Actual gain, if မွ compounded annually from the date the respective options were granted respective options if exercised at the end of the option term. These Common Stock and the date on which the options are exercised. Values gains are based on assumed rates of stock appreciation of 5% and 10% mandated by the rules of the Securities and Exchange Commission and Amounts represent hypothetical gains that could be achieved for the not represent the Company's estimate or projection of future stock deductions for tax or other expenses associated with the exercise. prices. This table does not take into account any appreciation or to their expiration date. The assumed rates of appreciation are shown are net of the option exercise price, but do not include
- No restricted stock or stock appreciation rights were granted in 2001. (4)

Option Exercises and Holdings

the Named Executive Officers, and the number and value of unexercised options exercise of a stock option during the year ended December 31, 2001 by each of The following table sets forth certain information concerning each held by each of the Named Executive Officers on December 31, 2001. AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR-END OPTION VALUES

Options at Fiscal Year End

Number of Securities Underlying

In-the-Money Options at Fi Value of Unexercised Year End (\$)(1)

1 1 1 1 1 1	Unexer						
	Exercisable	1,425,660	53,500	785,162	203,710	295,618	
	Unexercisable	105,000	28,666	30,666	51,733	66,799	
	Exercisable	330,000	13,334	143,988	44,267	54,501	
Value Realized				;	1		
Shares Acquired on Exercise			 	\ 		1	!
Name		Edward H. Snowden	Robert Sullivan	Frederick E. von Mering	Karen Walker	William Wessman	

Employment Agreements with Named Executive Officers

Market on December 31, 2001 (\$11.35).

The per share value of unexercised in-the-money options is calculated

(1)

share sale price of the Company's Common Stock on the Nasdag National by subtracting the per share option exercise price from the last per

the agreement, Mr. Snowden was granted a non-qualified stock option to purchase the event of a change in control of the Company (as defined in the agreement), On February 10, 1998, the Company entered into an employment letter performance-based bonus of up to 40% of base salary. In addition, pursuant to vesting in five equal annual installments commencing on February 10, 1998. In 400,000 shares of Common Stock at an exercise price of \$7.0625 per share, agreement with E.Y. Snowden, pursuant to which Mr. Snowden was made the President and Chief Executive Officer and a Director of the Company. The agreement provides for an initial base salary of \$250,000 plus an annual

12/1/2005

employment is terminated without cause, or if there is a change of control which 100% of the options will vest on the date of such transaction. If Mr. Snowden's Board, then the Company will pay, as severance, his base salary until such time results in his demotion, diminution in responsibilities, or removal from the as he is otherwise employed, up to a maximum of twelve months.

Page 19 of 66

REPORT OF THE COMPENSATION COMMITTEE

"Compensation Committee") is ${
m currently}$ composed of four ${
m non-employee}$ directors, responsible for establishing and administering the policies which govern both annual compensation and performance-based equity ownership of the Company's Segel and Singh. The Compensation Committee is The Compensation Committee of the Board of Directors (the employees, including its executive officers. Gudonis, McGowan,

This report is submitted by the Compensation Committee and addresses the Company's policies for 2001 as they apply to the Company's executive officers

Policies and Philosophy

establishes compensation programs that are designed to reward executives for the Compensation Committee designs the Company's executive compensation programs to provide executives with long-term equity ownership opportunities in the Company shareholder interests. First, the Compensation Committee structures executive manner that the Compensation Committee believes will enable the Company to achievement of specified business objectives of the Company. Finally, the compensation programs and decisions regarding individual compensation in The Company's executive compensation program is structured and attract and retain key executives. Second, the Compensation Committee administered to achieve three broad goals in a manner consistent with in an attempt to align executive and shareholder interests.

of determining salary and bonus levels and stock option grants, the Compensation product development In evaluating both individual and corporate performance for purposes business plan goals are met, including the progress and success of the Company Committee places significant emphasis on the extent to which strategic and with respect to matters such as achieving operating budgets, establishing strategic marketing, distribution and development alliances, product devel statement and form of proxy related thereto, must be received by the Company at its principal office in Woburn, Massachusetts not later than December 20, 2003 for inclusion in the proxy statement for that meeting.

the 2003 Annual Meeting of Shareholders, other than one that will be included in may still exercise discretionary voting authority under circumstances consistent the Company's proxy materials for such meeting and the Company has not received present such a proposal at the 2003 Annual Meeting of Shareholders, the proxies If a shareholder of the Company wishes to present a proposal before notice of such proposal prior to March 5, 2003, the proxies that the Company solicits for such meeting shall have discretionary authority to vote on such shareholder notifies the Company prior to March 5, 2003 of its intention to proposal, if the proposal is properly brought before such meeting. If a with the proxy rules of the Securities and Exchange Commission.

By Order of the Board of Directors,

Alan J. Bouffard, Clerk

April 19, 2002

ENVELOPE. SHAREHOLDERS WHO ATTEND THE MEETING MAY VOTE THEIR SHARES PERSONALLY MEETING. WHETHER OR NOT SHAREHOLDERS PLAN TO ATTEND, SHAREHOLDERS ARE URGED DATE, SIGN AND RETURN THE ENCLOSED PROXY CARD IN THE ACCOMPANYING THE BOARD OF DIRECTORS HOPES THAT SHAREHOLDERS WILL ATTEND THE EVEN THOUGH THEY HAVE SENT IN THEIR PROXY CARDS. COMPLETE,

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No. __)

Filed by the Registrant $|\mathbf{x}|$

Filed by a Party other than the Registrant

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(Name of Registrant as Specified in Its Charter)

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Page 27 of 66

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Exhibit 31

DEF 14A 1 ddef14a.htm NOTICE AND PROXY

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

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Filed	by a Party other than the Registrant						
Chec	k the appropriate box:						
	Preliminary Proxy Statement Definitive Proxy Statement Definitive Additional Materials Soliciting Material Pursuant to 14a-11(c) or 14a-12 Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))						
B	OSTON COMMUNICATIONS GROUP, INC. (Name of Registrant as Specified in Its Charter)						
	(Name of Person(s) Filing Proxy Statement if other than the Registrant)						
Payn ⊠	nent of Filing Fee (Check the appropriate box): No fee required.						
	Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.						
	Title of each class of securities to which transaction applies:						
	2) Aggregate number of securities to which transaction applies:						
	3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the						
	4) Proposed maximum aggregate value of transaction:						
	5) Total fee paid:						
	Fee paid previously with preliminary materials.						
	Check box if any part of the fee is offset as provided by Exchange Act Rule 0 11(a)(2) and identify the filing for whic registration statement number, or the Form or Schedule and the date of its filing.						
	1) Amount Previously Paid:						
	2) Form, Schedule or Registration Statement No.:						
	3) Filing Party:						
	4) Date Filed:						

Notice of Annual Meeting of Shareholders to be Held On Wednesday, May 26, 2004

The Annual Meeting of Shareholders of Boston Communications Group, Inc. (the "Company") will be held on Wednesday, May 26, 2004, at the Company, 100 Sylvan Road, Woburn, Massachusetts at 9:00 a.m., local time, to consider and act upon the following matters:

- To elect James A. Dwyer, Jr., Paul R. Gudonis and Frederick E. von Mering as Class II Directors, to serve for a three-year term.
- 2. To approve the adoption of the Company's 2004 Stock Incentive Plan.
- To approve the adoption of the Company's 2004 Employee Stock Purchase Plan.
- To ratify the selection of Ernst & Young LLP by the Board of Directors as the Company's independent auditors for the current fiscal year.
- To transact such other business as may properly come before the meeting or any adjournment thereof.

The Board of Directors has no knowledge of any other business to be transacted at the meeting.

Shareholders of record at the close of business on April 14, 2004 will be entitled to notice of and to vote at the meeting or any adjournment thereof. The stock transfer books of the Company will remain open.

By Order of the Board of Directors,

Alan J. Bouffard, Clerk

Woburn, Massachusetts April 20, 2004

YOUR VOTE IS IMPORTANT REGARDLESS OF THE NUMBER OF SHARES YOU OWN. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, DATE AND SIGN THE ENCLOSED PROXY AND MAIL IT PROMPTLY IN THE ENCLOSED ENVELOPE IN ORDER TO ENSURE REPRESENTATION OF YOUR SHARES. NO POSTAGE NEED BE AFFIXED IF THE PROXY IS MAILED IN THE UNITED STATES.

Boston Communications Group, Inc. 100 Sylvan Road Woburn, Massachusetts 01801

Proxy Statement for the Annual Meeting of Shareholders to be Held on May 26, 2004

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of Boston Communications Group, Inc. (the "Company") for use at the Annual Meeting of Shareholders to be held on May 26, 2004 and at any adjournments of that meeting (the "Annual Meeting"). All proxies will be voted in accordance with the shareholders' instructions, and if no choice is specified, the proxies will be voted in favor of the matters set forth in the accompanying Notice of Meeting. Any proxy may be revoked by a shareholder at any time before its exercise by delivery of written revocation or a subsequently dated proxy to the Clerk of the Company or by voting in person at the Annual Meeting. Attendance at the Annual Meeting will not be deemed to revoke a proxy unless the shareholder gives affirmative notice at the Annual Meeting that the shareholder intends to revoke the proxy and vote in person.

The Company's 2003 Annual Report to Shareholders is being mailed to shareholders concurrently with this Proxy Statement on or about April 20, 2004.

A copy of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2003, as filed with the Securities and Exchange Commission, except for exhibits, will be furnished, without charge to any shareholder upon written request to the Company, Boston Communications Group, Inc., 100 Sylvan Road, Woburn, Massachusetts 01801.

Voting Securities and Votes Required

At the close of business on April 14, 2004, the record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting, there were outstanding and entitled to vote an aggregate of 18,318,713 shares of common stock, \$.01 par value per share, of the Company (the "Common Stock"), constituting all of the voting stock of the Company. Holders of Common Stock are entitled to one vote per share.

The presence or representation by proxy of the holders of a majority of the number of shares of Common Stock issued, outstanding and entitled to vote at the Annual Meeting constitutes a quorum for the transaction of business at the Annual Meeting. Shares of Common Stock represented in person or by proxy (including shares which abstain or do not vote with respect to one or more of the matters presented for shareholder approval) will be counted for purposes of determining whether a quorum is present.

The affirmative vote of the holders of a plurality of the shares of Common Stock present or represented and voting at the Annual Meeting is required for the election of directors. The affirmative vote of the holders of a majority of the shares of Common Stock present or represented and voting at the Annual Meeting is required for approval of (i) the adoption of the 2004 Stock Incentive Plan, (ii) the adoption of the 2004 Employee Stock Purchase Plan and (iii) the ratification of the selection of Ernst & Young LLP as the Company's independent auditors for the current fiscal year.

Shares that abstain from voting as to a particular matter, and shares held in "street name" by brokers or nominees who indicate on their proxies that they do not have discretionary authority to vote such shares as to a particular matter, will not be counted as votes in favor of such matter and will also not be counted as votes cast or shares voting on such matter. Accordingly, abstentions and "broker non-votes" will have no effect on the voting on matters, such as the ones presented for shareholder approval at this Annual Meeting, that require the affirmative vote of a certain percentage of the shares voting on the matter.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information as of February 29, 2004, with respect to the beneficial ownership of the Company's Common Stock by (i) each person known by the Company to beneficially own more than 5% of the outstanding shares of Common Stock, (ii) each director and each person nominated to become a director of the Company, (iii) each executive officer of the Company named in the Summary Compensation Table set forth under the caption "Executive Compensation" below and (iv) all current directors and executive officers of the Company as a group. On February 29, 2004 there were 18,274,273 shares of Common Stock outstanding.

Beneficial Owner	Number of Shares Beneficially Owned (1)	Percentage of Common Stock Outstanding (2)
Barclays Global Investors (3) 45 Fremont Street San Francisco, CA 94105	1,684,274	9.22%
Goldman Sachs Asset Management (4) 180 Maiden Lane NewYork, NY 10005	1,025,440	5.61%
Paul J. Tobin (5)	483,499	2.63%
E.Y. Snowden (6)	327,163	1.76%
Frederick von Mering (7)	213,798	1.16%
Brian E. Boyle (8)	156,000	*
William D. Wessman (9)	96,668	*
Karen A. Walker (10)	47,345	*
Jerrold D. Adams (11)	30,500	*
Paul R. Gudonis (12)	52,000	*
Gerald Segel (13)	50,000	*
Gerald S. McGowan (14)	44,000	*
Daniel E. Somers (15)	19,000	*
James A. Dwyer, Jr.	_	*
All current directors and executive officers as a group (16) (12 persons)	1,770,509	9.13%

^{*} Less than 1%

⁽¹⁾ Each person has sole investment and voting power with respect to the shares indicated, except as otherwise noted. The number of shares of Common Stock beneficially owned is determined under the rules of the Securities and Exchange Commission and is not necessarily indicative of beneficial ownership for any other purpose. The inclusion herein of any shares of Common Stock deemed beneficially owned does not constitute an admission of beneficial ownership of such shares.

⁽²⁾ The number of shares deemed outstanding with respect to a named person includes 18,274,273 shares outstanding as of February 29, 2004 plus any shares subject to options held by the person in question that are currently exercisable or exercisable within 60 days after February 29, 2004.

⁽³⁾ This information is based solely upon a Schedule 13G filed by Barclays Global Investors with the Securities and Exchange Commission on February 13, 2004.

⁽⁴⁾ This information is based solely upon a Form 13F dated December 31, 2003.

- (5) Includes 104,168 shares issuable pursuant to stock options. Includes 196,831 shares held by the Paul J. Tobin 1988 Trust, 174,000 shares held by the Margaret M. Tobin 1988 Trust, and 8,500 shares held by the Tobin Children's Trust. Mr. Tobin is the trustee of the Paul J. Tobin 1988 Trust. Mr. Tobin's wife, Margaret M. Tobin, is trustee of the Margaret M. Tobin 1988 Trust.
- (6) Includes 313,568 shares issuable pursuant to stock options. Of these, 123,000 are held in trust for the benefit of Mr. Snowden's children.
- (7) Includes 183,988 shares issuable pursuant to stock options.
- (8) Includes 151,000 shares issuable pursuant to stock options. Also includes 5,000 shares owned by Boyle Family Revocable Trust of which Mr. Boyle is a trustee. Mr. Boyle disclaims beneficial ownership of these shares, except to the extent of his direct pecuniary interest therein.
- (9) Includes 95,468 shares issuable pursuant to stock options.
- (10) Includes 43,833 shares issuable pursuant to stock options.
- (11) Includes 24,500 shares issuable pursuant to stock options.
- (12) Includes 50,000 shares issuable pursuant to stock options.
- (13) Consists of 50,000 shares issuable pursuant to stock options.
- (14) Includes 34,000 shares issuable pursuant to stock options.
- (15) Includes 18,000 shares issuable pursuant to stock options.
- (16) Includes 1,120,026 shares issuable pursuant to stock options.

ELECTION OF DIRECTORS

The Company's Board of Directors is divided into three classes, with members of each class holding office for staggered three-year terms. The Board currently consists of three Class I Directors, whose terms expire at the 2006 Annual Meeting of Shareholders, three Class II Directors, whose terms expire at the 2004 Annual Meeting of Shareholders, and three Class III Directors whose terms expire at the 2005 Annual Meeting of Shareholders (in all cases subject to the election of their successors and to their earlier death, resignation or removal).

The persons named in the enclosed proxy will vote to elect James A. Dwyer, Jr., Paul R. Gudonis and Frederick E. von Mering as Class II Directors to serve for a three-year term expiring at the 2007 Annual Meeting of Shareholders, unless authority to vote for the election of the nominees is withheld by marking the proxy to that effect. All nominations to the Board of Directors are made by the Nominating Committee. The Nominating Committee will consider for nomination to the Board of Directors candidates suggested by the shareholders, provided that such recommendations are delivered to the Company, with an appropriate biographical summary, no later than the deadline for submission of shareholder proposals. Each nominee has indicated his willingness to serve, if elected, but if any nominee should be unable to stand for election, proxies may be voted for a substitute nominee designated by the Nominating Committee.

Set forth below are the name, age and certain other information with respect to each director and nominee for director of the Company. There are no family relationships among any of the directors and executive officers of the Company.

The Board of Directors recommends a vote FOR the election of the nominees.

Class I Directors

Gerald S. McGowan, 57, has served as a Director of the Company since November, 2001. Mr. McGowan is a founding principal of the Washington, D.C. law firm, Lukas, McGowan, Nace & Gutierrez where he practiced law for over 20 years. Mr. McGowan was instrumental in founding several telecommunications companies, including Dial Call, Integrated Northcoast and McLang Cellular. From 1996 to 1997 Mr. McGowan was a member of the Board of Directors of the Overseas Private Investment Corporation. From 1992 to 1994 Mr. McGowan was a member of the Board of Directors of the Cellular Telecommunications Industry Association. From January, 1998 until July, 2001 Mr. McGowan was the United States Ambassador to Portugal. Mr. McGowan received his B.S. and J.D. degrees from Georgetown University. Mr. McGowan is a Director of Portugal Telecom.

Executive Compensation

The following table sets forth certain compensation information, for the fiscal years indicated, of the Company's Chief Executive Officer during the year ended December 31, 2003 and the four other most highly compensated executive officers in 2003 (collectively, the "Named Executive Officers"):

SUMMARY COMPENSATION TABLE

		Annual Compensation			Long Term Compensation	
Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$) (1)	Other Annual Compensation (\$) (2)	Securities Underlying Options (3)	All Other Compensation (\$)
Paul J. Tobin Chairman of the Board of Directors	2003 2002 2001	200,042 180,000 163,661	169,028 20,000 5,000	<u> </u>	20,000 22,500 25,000	128,555(4) 14,386(5) 2,455(6)
Edward H. Snowden President, Chief Executive Officer, Director	2003 2002 2001	336,946 315,000 296,667	390,497 180,000 49,375	_ _ _	84,000 12,500 15,000	78,724(7) 8,520(8) 2,500(9)
Frederick E. von Mering Vice President, Corporate Development Director	2003 2002 2001	183,415 176,319 167,208	141,101 60,000 24,687	_ _ _	14,000 12,000 14,000	45,075(10) 8,077(11) 2,519(12)
William D. Wessman Executive Vice President, Chief Technology Officer	2003 2002 2001	209,612 200,545 188,867	160,473 60,000 24,687		33,000 42,500 15,000	46,734(13) 6,521(14) 2,374(15)
Karen A. Walker Vice President, Chief Financial Officer	2003 2002 2001	209,655 183,366 172,689	160,495 60,000 24,687	_ _ _	31,000 42,500 15,000	15,136(16) 4,430(17) 2,550(18)

- (1) Bonuses earned in a fiscal year but which were paid in the subsequent fiscal year are reflected in the year in which they were earned.
- (2) In accordance with the rules of the Securities and Exchange Commission, other compensation in the form of perquisites and other personal benefits has been omitted because such perquisites and other personal benefits constitute less than the lesser of \$50,000 or ten percent of the total salary and bonus reported for the executive officer during such fiscal year.
- (3) The Company did not make any restricted stock awards, grant any stock appreciation rights or make any long-term incentive plan payouts during 2003, 2002 or 2001.
- (4) Includes \$3,034 in insurance premiums paid by the Company, \$3,255 in matching funds paid by the Company to the executive's 401(k) account, and \$122,266 accrued pursuant to the Supplemental Executive Retirement Plan.
- (5) Includes \$2,955 in matching funds paid by the Company to the executive's 401(k) account, and \$11,431 accrued pursuant to the Supplemental Executive Retirement Plan.
- (6) Consists of \$2,455 in matching funds paid by the Company to the executive's 401(k) account.
- (7) Includes \$1,813 in insurance premiums paid by the Company, \$2,913 in matching funds paid by the Company to the executive's 401(k) account, and \$73,998 accrued pursuant to the Supplemental Executive Retirement Plan.
- (8) Includes \$2,578 in matching funds paid by the Company to the executive's 401(k) account, and \$5,942 accrued pursuant to the Supplemental Executive Retirement Plan.
- (9) Consists of \$2,500 in matching funds paid by the Company to the executive's 401(k) account.
- (10) Includes \$1,256 in insurance premiums paid by the Company, \$3,047 in matching funds paid by the Company to the executive's 401(k) account, and \$40,782 accrued pursuant to the Supplemental Executive Retirement Plan.

- (11) Includes \$2,750 in matching funds paid by the Company to the executive's 401(k) account, and \$5,327 accrued pursuant to the Supplemental Executive Retirement Plan.
- Consists of \$2,519 in matching funds paid by the Company to the executive's 401(k) account. (12)
- (13) Includes \$1,396 in insurance premiums paid by the Company, \$2,157 in matching funds paid by the Company to the executive's 401(k) account, and \$43,181 accrued pursuant to the Supplemental Executive Retirement Plan.
- (14) Includes \$1,849 in matching funds paid by the Company to the executive's 401(k) account, and \$4,672 accrued pursuant to the Supplemental Executive Retirement Plan.
- (15) Consists of \$2,374 in matching funds paid by the Company to the executive's 401(k) account.
- (16) Includes \$772 in insurance premiums paid by the Company, \$3,005 in matching funds paid by the Company to the executive's 401(k) account, and \$11,359 accrued pursuant to the Supplemental Executive Retirement Plan.
- (17) Includes \$2,691 in matching funds paid by the Company to the executive's 401(k) account, and \$1,739 accrued pursuant to the Supplemental Executive Retirement Plan.
- (18) Consists of \$2,550 in matching funds paid by the Company to the executive's 401(k) account.

Option Grants

The following table sets forth certain information concerning option grants during the fiscal year ended December 31, 2003 to the Named Executive Officers and the number and value of the unexercised options held by such persons on December 31, 2003.

OPTION GRANTS IN LAST FISCAL YEAR INDIVIDUAL GRANTS

	Number of Securities Underlying	% of Total Options Granted to Employees	Exercise Price \$/		Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term (3)	
Name	Options Granted (1)	in Fiscal Year	share (2)	Expiration Date	5% (\$)	10% (\$)
Paul J. Tobin	20,000(4)	3.38	11.68	2/4/13	146,910	372,298
Edward H. Snowden	20,000(4)	3.38	11.68	2/4/13	146,910	372,298
	64,000(5)	10.83	13.03	8/26/13	524,448	1,329,054
Frederick E. von Mering	10,000(4)	1.69	11.68	2/4/13	73,455	186,149
	4,000(5)	.68	13.03	8/26/13	32,778	83,066
William D. Wessman	10,000(4)	1.69	11.68	2/4/13	73,455	186,149
	23,000(5)	3.89	13.03	8/26/13	188,473	477,629
Karen A. Walker	10,000(4)	1.69	11.68	2/4/13	73,455	186,149
	21,000(5)	3.55	13.03	8/26/13	172,084	436,096

⁽¹⁾ No restricted stock or stock appreciation rights were granted in 2003.

⁽²⁾ The exercise price is equal to the fair market value of the Company's Common Stock on the date of grant.

⁽³⁾ Amounts represent hypothetical gains that could be achieved for the respective options if exercised at the end of the option term. These gains are based on assumed rates of stock appreciation of 5% and 10% compounded annually from the date the respective options were granted to their expiration date. The assumed rates of appreciation are mandated by the rules of the Securities and Exchange Commission and do not represent the Company's estimate or projection of future stock prices. This table does not take into account any appreciation or depreciation in the price of the Common Stock to date. Actual gain, if any, on stock option exercises will depend on future performance of the Common Stock and the date on which the options are exercised. Values shown are net of the option exercise price, but do not include deductions for tax or other expenses associated with the exercise.

⁽⁴⁾ The stock options vested on 2/28/2004.

⁽⁵⁾ The stock options vest in three equal annual installments over a three-year period commencing on the first anniversary of the date of grant.

Option Exercises and Holdings

The following table sets forth certain information concerning each exercise of stock options during the year ended December 31, 2003 by each of the Named Executive Officers, and the number and value of unexercised options held by each of the Named Executive Officers on December 31, 2003.

AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR END OPTION VALUES

	Shares Acquired	Value Realized (\$) (1)	Number of Securities Underlying Options at Fiscal Year End		Value of Unexercised In-the- Money Options at Fiscal Year End (\$) (2)	
Name	on Exercise		Exercisable	Unexercisable	Exercisable	Unexercisable
Paul J. Tobin			77,502	49,998	145,004	38,546
Edward H. Snowden	97,700(3)	842,644	290,235	100,665	642,524	22,388
Frederick E. von Mering	_	_	170,655	29,999	537,107	21,143
William D. Wessman	45,000	418,317	82,135	69,665	223,059	30,388
Karen A. Walker	41,735	312,679	26,700	71,465	27,711	32,915

⁽¹⁾ Based on the closing sale price of Common Stock on the date of exercise less the option exercise price.

Employment Agreements with Named Executive Officers

On February 10, 1998, the Company entered into an employment letter agreement with E.Y. Snowden, pursuant to which Mr. Snowden was made the President and Chief Executive Officer and a Director of the Company. The agreement provides that Mr. Snowden will be paid an annual base salary and an annual performance-based bonus in amounts determined each year by the Compensation Committee of the Board of Directors The agreement also provides that if Mr. Snowden's employment is terminated without cause, or if there is a change of control which results in his demotion, diminution in responsibilities, or removal from the Board, then the Company will pay, as severance, his base salary until such time as he is otherwise employed, up to a maximum of twelve months.

The per share value of unexercised in the money options is calculated by subtracting the per share option exercise price from the last per share sale price of the Company's Common Stock on the NASDAQ National Market on December 31, 2003 (\$9.29).

⁽³⁾ Includes 57,000 shares held in trust for the benefit of Mr. Snowden's children.

Number of securities

Securities Authorized for Issuance Under Equity Compensation Plans. The following table provides information about the securities authorized for issuance under the Company's equity compensation plans as of December 31, 2003.

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights		remaining available for future issuance under equity compensation plans (excluding securities reflected in column (2))	
Equity compensation plans approved by security holders Equity compensation	2,030,850(1)	\$	9.2379	303,174(2)	
plans not approved by security holders(3) Total	685,045 2,715,895(1)	\$ \$	9.2811 9.2488	202,378 505,552(2)	

- (1) Includes 36,638 shares purchased by employees under the Company's 2001 Employee Stock Purchase Plan on February 27, 2004 at a price of \$9.146 per share.
- (2) Includes 52,902 shares available for future issuance under the Company's 2001 Employee Stock Purchase Plan, but excludes (1) 750,000 shares available for issuance under the Company's 2004 Stock Incentive Plan if Proposal No. 2 is approved at the Annual Meeting and (ii) 350,000 shares available for issuance under the Company's 2004 Employee Stock Purchase Plan if Proposal No. 3 is approved at the Annual Meeting. The remaining shares available may only be granted as stock options with an exercise price equal to the fair market value of the Company's stock on the date of grant.
- (3) Historically, there have been four equity compensation plans that were approved by the Board of Directors of the Company but not by the security holders. The remaining shares available may only be granted as stock options with an exercise price equal to the fair market value of the Company's stock on the date of grant. After giving effect to shareholder approval of Proposal No. 2, there will be no shares available for future issuance under the remaining plans.

In February 1998 the Board of Directors granted a non-qualified stock option for the purchase of up to 400,000 shares of the Company's common stock to E.Y. Snowden in order to induce Mr. Snowden to join the Company as Chief Executive Officer. This option was issued at an exercise price of \$7.0625 per share (the fair market value on the date of grant), and vested in five equal annual installments commencing on February 10, 1998. The option is for a term of ten years from the date of grant. As of December 31, 2003 271,500 of these shares remain unexercised.

In June 1999 the Board of Directors approved the grant of non-qualified stock options for the purchase of up to 110,000 shares of common stock (the "1999 Option Plan") in connection with the engagement of Jerrold D. Adams as Acting General Manager of the Company's Systems Division. Mr. Adams completed this engagement in March, 2000. Options have been issued at various times, each at the fair market value on the date of grant. These options were fully vested at the date of grant and are for a term of ten years from the date of grant. As of December 31, 2003 there were outstanding options for 11,000 shares at a weighted average exercise price of \$12.43 per share. Upon approval of the 2004 Stock Incentive Plan, the 1999 Option Plan will be terminated, provided that all outstanding options under the 1999 Option Plan shall continue to be exercisable in accordance with their terms.

In February 2000 the Board of Directors approved a plan reserving 150,000 shares of common stock for issuance upon exercise of non-qualified options. An option for the purchase of these shares was originally granted to Andrew D. Price in order to induce Mr. Price to join the Company as Chief Operating

Officer. The option was issued at an exercise price of \$7.313 per share (the fair market value on the date of grant), and vested in three equal annual installments commencing on February 1, 2001. The option was for a term of ten years from the date of grant. Upon the termination of Mr. Price's employment in November 2001, options for 50,000 shares had vested and were exercised, and the balance was cancelled. Options have been issued to other employees of the Company pursuant to the plan at the fair market value on the date of grant. These options generally vest in three equal annual installments commencing on the first anniversary of the date of grant. As of December 31, 2003 there were outstanding options for 69,998 shares at a weighted average exercise price of \$9.32.

In April 2001 the Board of Directors approved a plan of non-qualified stock options, consisting of 500,000 shares (the "2001 Option Plan"). The plan is a broadly-based plan. Options granted under the plan are for a term of ten years from the date of grant. These options generally vest in three equal annual installments commencing on the first anniversary of the date of grant. Options are issued at the fair market value on the date of grant. As of December 31, 2003 there were outstanding options for 332,547 shares at a weighted average exercise price of \$10.98. Upon approval of the 2004 Stock Incentive Plan, the 2001 Option Plan will be terminated, provided that all outstanding options under the 2001 Option Plan shall continue to be exercisable in accordance with their terms.

In the event of a merger, liquidation or acquisition of the Company, the Board of Directors shall provide that the outstanding options be assumed or that equivalent options be substituted for the outstanding options by the acquiring or succeeding corporation, or, if the acquiring or succeeding corporation does not agree to do so, that all of the unexercised options shall be exercisable in full prior to the merger, liquidation or acquisition or that the optionholders receive a cash payment equal to the difference between the acquisition price and the exercise price.

The shares reserved for issuance under all of the foregoing stock options have been registered with the SEC on Forms S-8.

OTHER MATTERS

The Board of Directors does not know of any other matters which may come before the Annual Meeting. However, if any other matters are properly presented to the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote, or otherwise act, in accordance with their judgment on such matters.

All costs of solicitation of proxies will be borne by the Company. In addition to solicitations by mail, the Company's directors, officers and regular employees, without additional remuneration, may solicit proxies by telephone, telegraph and personal interviews. The Company has retained Georgeson Shareholder to assist with the solicitation of proxies for a fee of \$4,500, plus reimbursement of out-of-pocket expenses. Brokers, custodians and fiduciaries will be requested to forward proxy soliciting material to the owners of shares held in their names, and the Company will reimburse them for out-of-pocket expenses incurred on behalf of the Company.

Householding Annual Meeting Materials

Some banks, brokers and other nominee record holders are already "householding" proxy statements and annual reports. This means that only one copy of our proxy statement or annual report may have been sent to multiple shareholders in your household. We will promptly deliver a separate copy of either document to you if you call or write us at the following address or phone number: Boston Communications Group, Inc. 100 Sylvan Road, Woburn, Massachusetts 01801, 781-904-5219. If you want to receive separate copies of the annual report and proxy statement in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact your bank, broker, or other nominee record holder, or you may contact us at the above address and phone number.

Shareholder Proposals for 2005 Annual Meeting of Shareholders

Proposals of shareholders intended to be presented at the 2005 Annual Meeting of Shareholders must be received by the Company at its principal office in Woburn, Massachusetts not later than December 22, 2004 for inclusion in the proxy statement for that meeting.

If a shareholder of the Company wishes to present a proposal before the 2005 Annual Meeting of Shareholders and the Company has not received notice of such matter prior to December 22, 2004, the Company shall have discretionary authority to vote on such matter, if the Company includes a specific statement in the proxy statement or form of proxy, to the effect that it has not received such notice in a timely fashion.

By Order of the Board of Directors,

Alan J. Bouffard, Clerk

April 20, 2004

THE BOARD OF DIRECTORS HOPES THAT SHAREHOLDERS WILL ATTEND THE MEETING. WHETHER OR NOT SHAREHOLDERS PLAN TO ATTEND, SHAREHOLDERS ARE URGED TO COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY IN THE ACCOMPANYING ENVELOPE. SHAREHOLDERS WHO ATTEND THE MEETING MAY VOTE THEIR SHARES PERSONALLY EVEN THOUGH THEY HAVE SENT IN THEIR PROXIES.

Exhibit 32

DEF 14A 1 ddef14a.htm DEFINITIVE PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No. ___)

File	d by	the Registrant 区				
File	d by	a Party other than the Registrant				
Che	ck th	e appropriate box:	•			
	Defi Defi	iminary Proxy Statement nitive Proxy Statement nitive Additional Materials citing Material Pursuant to 14a-11(c) or 14a-12	☐ Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))			
F	80	STON COMMUNIC (Name of Registrant as \$	ATIONS GROUP, INC. Specified in Its Charter)			
		(Name of Person(s) Filing Proxy Sta	tement if other than the Registrant)			
Pay	ment	of Filing Fee (Check the appropriate box):				
X	No:	fee required.				
		computed on table below per Exchange Act Rules 14a	-6(i)(1) and 0-11.			
	1)	Title of each class of securities to which transaction a	applies:			
	2)	Aggregate number of securities to which transaction	applies:			
	3)	Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):				
	4)	Proposed maximum aggregate value of transaction:				
	5)	Total fee paid:				
	Fee	paid previously with preliminary materials.	.			
	Che the	eck box if any part of the fee is offset as provided by E	schange Act Rule 0 11(a)(2) and identify the filing for which as filing by registration statement number, or the Form or			
	1)	Amount Previously Paid:				
	2)	Form, Schedule or Registration Statement No.:	•			
	3)	Filing Party:				

4)	Date Filed:	

Notice of Annual Meeting of Shareholders to be Held On Wednesday, June 8, 2005

The Annual Meeting of Shareholders of Boston Communications Group, Inc. (the "Company") will be held on Wednesday, June 8, 2005, at the Company, 55 Middlesex Turnpike, Bedford, Massachusetts at 9:00 a.m., local time, to consider and act upon the following matters:

- To elect Paul J. Tobin, E.Y. Snowden and Brian E. Boyle as Class III Directors, to serve for a three-year term.
- 2. To approve the adoption of the Company's 2005 Stock Incentive Plan.
- To ratify the selection of Ernst & Young LLP by the Board of Directors as the Company's registered public accounting firm for the current fiscal year.
- To transact such other business as may properly come before the meeting or any adjournment thereof. 4.

The Board of Directors has no knowledge of any other business to be transacted at the meeting.

Shareholders of record at the close of business on April 15, 2005 will be entitled to notice of and to vote at the meeting or any adjournment thereof. The stock transfer books of the Company will remain open.

By Order of the Board of Directors,

Alan J. Bouffard, Secretary

Bedford, Massachusetts April 25, 2005

YOUR VOTE IS IMPORTANT REGARDLESS OF THE NUMBER OF SHARES YOU OWN. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, DATE AND SIGN THE ENCLOSED PROXY AND MAIL IT PROMPTLY IN THE ENCLOSED ENVELOPE IN ORDER TO ENSURE REPRESENTATION OF YOUR SHARES. NO POSTAGE NEED BE AFFIXED IF THE PROXY IS MAILED IN THE UNITED STATES.

Boston Communications Group, Inc.

55 Middlesex Turnpike Bedford, Massachusetts 01730

Proxy Statement for the Annual Meeting of Shareholders to be Held on June 8, 2005

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of Boston Communications Group, Inc. (the "Company") for use at the Annual Meeting of Shareholders to be held on June 8, 2005 and at any adjournments of that meeting (the "Annual Meeting"). All proxies will be voted in accordance with the shareholders' instructions, and if no choice is specified, the proxies will be voted in favor of the matters set forth in the accompanying Notice of Meeting. Any proxy may be revoked by a shareholder at any time before its exercise by delivery of written revocation or a subsequently dated proxy to the Secretary of the Company or by voting in person at the Annual Meeting. Attendance at the Annual Meeting will not be deemed to revoke a proxy unless the shareholder gives affirmative notice at the Annual Meeting that the shareholder intends to revoke the proxy and vote in person.

The Company's 2004 Annual Report to Shareholders is being mailed to shareholders concurrently with this Proxy Statement on or about April 25, 2005.

A copy of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004, as filed with the Securities and Exchange Commission, except for exhibits, will be furnished, without charge to any shareholder upon written request to the Company, Boston Communications Group, Inc., 55 Middlesex Turnpike, Bedford, Massachusetts 01730.

Voting Securities and Votes Required

At the close of business on April 15, 2005, the record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting, there were outstanding and entitled to vote an aggregate of 17,639,384 shares of common stock, \$.01 par value per share, of the Company (the "Common Stock"), constituting all of the voting stock of the Company. Holders of Common Stock are entitled to one vote per share.

The presence or representation by proxy of the holders of a majority of the number of shares of Common Stock issued, outstanding and entitled to vote at the Annual Meeting constitutes a quorum for the transaction of business at the Annual Meeting. Shares of Common Stock represented in person or by proxy (including shares which abstain or do not vote with respect to one or more of the matters presented for shareholder approval) will be counted for purposes of determining whether a quorum is present.

The affirmative vote of the holders of a plurality of the shares of Common Stock present or represented and voting at the Annual Meeting is required for the election of directors. The affirmative vote of the holders of a majority of the shares of Common Stock present or represented and voting at the Annual Meeting is required for approval of (i) the adoption of the 2005 Stock Incentive Plan and (ii) the ratification of the selection of Ernst & Young LLP as the Company's registered public accounting firm for the current fiscal year.

Shares that abstain from voting as to a particular matter, and shares held in "street name" by brokers or nominees who indicate on their proxies that they do not have discretionary authority to vote such shares as to a particular matter, will not be counted as votes in favor of such matter and will also not be counted as votes cast or shares voting on such matter. Accordingly, abstentions and "broker non-votes" will have no effect on the voting on matters, such as the ones presented for shareholder approval at this Annual Meeting, that require the affirmative vote of a certain percentage of the shares voting on the matter.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information as of February 28, 2005, with respect to the beneficial ownership of the Company's Common Stock by (i) each person known by the Company to beneficially own more than 5% of the outstanding shares of Common Stock, (ii) each director and each person nominated to become a director of the Company, (iii) each executive officer of the Company named in the Summary Compensation Table set forth under the caption "Executive Compensation" below and (iv) all current directors and executive officers of the Company as a group. On February 28, 2005 there were 17,583,326 shares of Common Stock outstanding. Unless otherwise indicated, the address of each of the stockholders identified below is Boston Communications Group, Inc., 55 Middlesex Turnpike, Bedford, MA 01730.

Document 24-12

Beneficial Owner	Number of Shares Beneficially Owned (1)	Percentage of Common Stock Outstanding (2)
Barclays Global Investors (3) 45 Fremont Street San Francisco, CA 94105	1,829,205	10.40%
Putnam Investment Management, Inc (4). One Post Office Square Boston, MA 02109-2137	1,490,798	8.48%
Artisan Partners (5) 875 Wisconsin Ave, Suite 800 Milwaukee, WI 53202-3197	1,341,600	7.63%
Greenlight Capital Management (6) 420 Lexington Avenue, Suite 1740 New York, NY 10170-0804	1,137,800	6.47%
Paul J. Tobin	461,998(7)	2.61%
E.Y. Snowden	467,616(8)	2.59%
Fritz E. von Mering	267,511(9)	1.50%
William D. Wessman	180,167(10)	1.01%
Brian E. Boyle	172,000(11)	*
Karen A. Walker	135,772(12)	*
James A. Dwyer, Jr.	27,000(13)	*
Paul R. Gudonis	68,000(14)	*
Gerald Segel	66,000(15)	*
Gerald S. McGowan	65,000(16)	*
Daniel E. Somers	45,000(17)	*
All current directors and executive officers as a group (11 persons)	1,956,064(18)	10.22%

Less than 1%

Each person has sole investment and voting power with respect to the shares indicated, except as otherwise noted. The (1)number of shares of Common Stock beneficially owned is determined under the rules of the Securities and Exchange Commission and is not necessarily indicative of beneficial ownership for any other purpose. The inclusion herein of any shares of Common Stock deemed beneficially owned does not constitute an admission of beneficial ownership of such shares.

- (2) The number of shares deemed outstanding with respect to a named person includes 17,583,326 shares outstanding as of February 28, 2005 plus any shares subject to options held by the person in question that are currently exercisable or exercisable within 60 days after February 28, 2005.
- (3) This information is based solely upon a Schedule 13G filed by Barclays Global Investors with the Securities and Exchange Commission on February 14, 2005.
- (4) This information is based solely upon a Schedule 13G filed by Putnam Investment Management, Inc. with the Securities and Exchange Commission on February 7, 2005.
- (5) This information is based solely upon a Schedule 13G filed by Artisan Partners with the Securities and Exchange Commission on January 26, 2005.
- (6) This information is based solely upon a Schedule 13G filed by Greenlight Capital Management with the Securities and Exchange Commission on February 14, 2005.
- (7) Includes 146,667 shares issuable pursuant to stock options. Includes 180,831 shares held by the Paul J. Tobin 1988
 Trust, 124,000 shares held by the Margaret M. Tobin 1988 Trust, and 10,500 shares held by the Tobin Children's
 Trust. Mr. Tobin is the trustee of the Paul J. Tobin 1988 Trust. Mr. Tobin's wife, Margaret M. Tobin, is trustee of the
 Margaret M. Tobin 1988 Trust.
- (8) Includes 456,067 shares issuable pursuant to stock options. Of these, 123,000 are held in trust for the benefit of Mr. Snowden's children.
- (9) Includes 216,988 shares issuable pursuant to stock options.
- (10) Includes 178,967 shares issuable pursuant to stock options.
- (11) Includes 167,000 shares issuable pursuant to stock options. Also includes 5,000 shares owned by Boyle Family Revocable Trust of which Mr. Boyle is a trustee. Mr. Boyle disclaims beneficial ownership of these shares, except to the extent of his direct pecuniary interest therein.
- (12) Includes 129,332 shares issuable pursuant to stock options.
- (13) Consists of 27,000 shares issuable pursuant to stock options.
- (14) Includes 66,000 shares issuable pursuant to stock options.
- (15) Consists of 66,000 shares issuable pursuant to stock options.
- (16) Includes 55,000 shares issuable pursuant to stock options.
- (17) Consists of 44,000 shares issuable pursuant to stock options.
- (18) Includes 1,553,021 shares issuable pursuant to stock options.

ELECTION OF DIRECTORS

The Company's Board of Directors is divided into three classes. One class is elected each year and members of each class hold office for three-year terms. The Board currently consists of three Class I Directors, whose terms expire at the 2006 Annual Meeting of Shareholders, three Class II Directors, whose terms expire at the 2007 Annual Meeting of Shareholders, and three Class III Directors whose terms expire at the 2005 Annual Meeting of Shareholders (in all cases subject to the election of their successors and to their earlier death, resignation or removal).

The persons named in the enclosed proxy will vote to elect Brian E. Boyle, Edward H. ("E.Y.") Snowden and Paul J. Tobin as Class III Directors to serve for a three-year term expiring at the 2008 Annual Meeting of Shareholders, unless authority to vote for the election of the nominees is withheld by marking the proxy to that effect. All nominations to the Board of Directors are made by the Nominating Committee. The Nominating Committee will consider for nomination to the Board of Directors candidates suggested by the shareholders, provided that such recommendations are delivered to the Company, with an appropriate biographical summary, no later than the deadline for submission of shareholder proposals. Each nominee has indicated his willingness to serve, if elected, but if any nominee should be unable to stand for election, proxies may be voted for a substitute nominee designated by the Nominating Committee.

Set forth below are the name, age and certain other information with respect to each director and nominee for director of the Company. There are no family relationships among any of the directors and executive officers of the Company.

Executive Compensation

The following table sets forth certain compensation information, for the fiscal years indicated, of the Company's Chief Executive Officer during the year ended December 31, 2004 and the four other most highly compensated executive officers in 2004 (collectively, the "Named Executive Officers"):

SUMMARY COMPENSATION TABLE

		A	Annual Compensation			
Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$) (1)	Other Annual Compensation (\$) (2)	Securities Underlying Options (3)	All Other Compensation (\$)
Paul J. Tobin Chairman of the Board of Directors	2004 2003 2002	205,025 200,042 180,000	93,127 169,028 20,000		20,000 20,000 22,500	105,602(4) 128,555(5) 14,386(6)
E.Y. Snowden President, Chief Executive Officer, Director	2004 2003 2002	350,036 336,946 315,000	224,282 390,497 180,000	_ _ _	66,000 84,000 12,500	110,051(7) 78,724(8) 8,520(9)
Fritz E. von Mering Vice President, Corporate Development Director	2004 2003 2002	190,510 183,415 176,319	77,584 141,101 60,000	_ 	17,000 14,000 12,000	66,546(10) 45,075(11) 8,077(12)
William D. Wessman Executive Vice President, Chief Technology Officer	2004 2003 2002	219,117 209,612 200,545	89,461 160,473 60,000	_ _ _	28,000 33,000 42,500	78,097(13) 46,734(14) 6,521(15)
Karen A. Walker Vice President, Chief Financial Officer	2004 2003 2002	219,139 209,655 183,366	95,512 160,495 60,000		32,000 31,000 42,500	32,824(16) 15,136(17) 4,430(18)

- (1) Bonuses earned in a fiscal year but which were paid in the subsequent fiscal year are reflected in the year in which they were earned.
- (2) In accordance with the rules of the Securities and Exchange Commission, other compensation in the form of perquisites and other personal benefits has been omitted because such perquisites and other personal benefits constitute less than the lesser of \$50,000 or ten percent of the total salary and bonus reported for the executive officer during such fiscal year.
- (3) The Company did not make any restricted stock awards, grant any stock appreciation rights or make any long-term incentive plan payouts during 2004, 2003 or 2002.
- (4) Includes \$2,097 in insurance premiums paid by the Company, \$2,902 in matching funds paid by the Company to the executive's 401(k) account, \$5,223 in financial planning expenses paid by the Company and \$95,379 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.
- (5) Includes \$3,034 in insurance premiums paid by the Company, \$3,255 in matching funds paid by the Company to the executive's 401(k) account, and \$122,266 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.
- (6) Includes \$2,955 in matching funds paid by the Company to the executive's 401(k) account and \$11,431 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.
- (7) Includes \$3,204 in insurance premiums paid by the Company, \$3,247 in matching funds paid by the Company to the executive's 401(k) account, \$6,135 in financial planning expenses paid by the Company and \$97,465 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.
- (8) Includes \$1,813 in insurance premiums paid by the Company, \$2,913 in matching funds paid by the Company to the executive's 401(k) account, and \$73,998 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.

- (9) Includes \$2,578 in matching funds paid by the Company to the executive's 401(k) account, and \$5,942 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.
- (10) Includes \$1,621 in insurance premiums paid by the Company, \$2,859 in matching funds paid by the Company to the executive's 401(k) account, and \$62,066 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.
- (11) Includes \$1,256 in insurance premiums paid by the Company, \$3,047 in matching funds paid by the Company to the executive's 401(k) account, and \$40,782 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.
- (12) Includes \$2,750 in matching funds paid by the Company to the executive's 401(k) account, and \$5,327 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.
- (13) Includes \$1,795 in insurance premiums paid by the Company, \$2,430 in matching funds paid by the Company to the executive's 401(k) account, and \$73,872 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.
- (14) Includes \$1,396 in insurance premiums paid by the Company, \$2,157 in matching funds paid by the Company to the executive's 401(k) account, and \$43,181 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.
- (15) Includes \$1,849 in matching funds paid by the Company to the executive's 401(k) account, and \$4,672 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.
- (16) Includes \$2,463 in insurance premiums paid by the Company, \$1,935 in matching funds paid by the Company to the executive's 401(k) account, and \$28,426 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.
- (17) Includes \$772 in insurance premiums paid by the Company, \$3,005 in matching funds paid by the Company to the executive's 401(k) account, and \$11,359 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.
- (18) Includes \$2,691 in matching funds paid by the Company to the executive's 401(k) account, and \$1,739 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.

Option Grants

The following table sets forth certain information concerning option grants during the fiscal year ended December 31, 2004 to the Named Executive Officers and the number and value of the unexercised options held by such persons on December 31, 2004.

OPTION GRANTS IN LAST FISCAL YEAR INDIVIDUAL GRANTS

	Number of Securities Underlying	% of Total Options Granted to Employees	Exercise Price \$/		Value at Annual Stock Appreci	Realizable Assumed Rates of Price ation for Term (3)
Name	Options Granted (1)	in Fiscal Year	share (2)	Expiration Date	5% (\$)	10% (\$)
Paul J. Tobin	10,000	1.59	12.16	1/23/14	68,655	181,349
	10,000	1.59	10.68	6/2/14	67,166	170,212
E.Y. Snowden	33,000	5.24	12.16	1/23/14	226,561	598,452
	33,000	5.24	10.68	6/2/14	221,648	561,699
Fritz E. von Mering	8,500	1.35	12.16	1/23/14	58,357	154,147
	8,500	1.35	10.68	6/2/14	57,091	144,680
William D. Wessman	14,000	2.23	12.16	1/23/14	96,117	253,889
	14,000	2.23	10.68	6/2/14	94,032	238,296
Karen A. Walker	16,000	2.54	12.16	1/23/14	109,848	290,159
	16,000	2.54	10.68	6/2/14	107,466	272,339

⁽¹⁾ No restricted stock or stock appreciation rights were granted in 2004. In March 2005, all of these options vested in full as a result of the Company's acceleration of the vesting of all stock options with an exercise price greater than \$7.75.

⁽²⁾ The exercise price is equal to the fair market value of the Company's Common Stock on the date of grant.

⁽³⁾ Amounts represent hypothetical gains that could be achieved for the respective options if exercised at the end of the option term. These gains are based on assumed rates of stock appreciation of 5% and 10% compounded annually from the date the respective options were granted to their expiration date. The assumed rates of appreciation are mandated by the rules of the Securities and Exchange Commission and do not represent the Company's estimate or projection of future stock prices. This table does not take into account any appreciation or depreciation in the price of the Common Stock to date. Actual gain, if any, on stock option exercises will depend on future performance of the Common Stock and the date on which the options are exercised. Values shown are net of the option exercise price, but do not include deductions for tax or other expenses associated with the exercise.

Option Exercises and Holdings

The following table sets forth certain information concerning each exercise of stock options during the year ended December 31, 2004 by each of the Named Executive Officers, and the number and value of unexercised options held by each of the Named Executive Officers on December 31, 2004.

AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR END OPTION VALUES

	Shares Acquired Value		Number of Securities Underlying Options at Fiscal Year End		Value of Unexercised In-the-Money Options at Fiscal Year End (\$) (1)	
Name	on Exercise	Realized (\$)	Exercisable	Unexercisable	Exercisable	Unexercisable
Paul J. Tobin			106,667	40,833	165,084	14,091
E.Y. Snowden	_		337,401	119,499	641,626	7 , 941
Fritz E. von Mering			187,322	30,332	541,836	7,582
William D. Wessman		_	105,634	64,166	226,791	11,441
Karen A. Walker	terment	_	63,332	66,833	46,161	11,441

⁽¹⁾ The per share value of unexercised in the money options is calculated by subtracting the per share option exercise price from the last per share sale price of the Company's Common Stock on the NASDAQ National Market on December 31, 2004 (\$9.24).

Employment Agreements with Named Executive Officers

On February 10, 1998, the Company entered into an employment letter agreement with E.Y. Snowden, pursuant to which Mr. Snowden was made the President and Chief Executive Officer and a director of the Company. The agreement provides that Mr. Snowden will be paid an annual base salary and an annual performance-based bonus in amounts determined each year by the Compensation Committee of the Board of Directors. The agreement also provides that (i) if Mr. Snowden's employment is terminated without cause, as defined in the employment agreement, then the Company will pay, as severance, his base salary until such time as he is otherwise employed, up to a maximum of twelve months, and (ii) all of Mr. Snowden's unvested options shall vest upon a change in control of the Company. In addition, as a result of an April 2005 amendment to this employment agreement, in the event that, within the 24-month period following a change of control of the Company, Mr. Snowden's employment is terminated by the Company without cause or by Mr. Snowden for good reason, as defined in the agreement, as amended, then (i) the Company will pay, as severance, in exchange for a release of claims in favor of the Company, Mr. Snowden's base salary for thirty months, (ii) Mr. Snowden will receive benefit continuation for thirty months and payment of his prorated target bonus, and (iii) all of Mr. Snowden's unvested options shall vest upon such date of employment termination.

In April 2005, the Company entered into change of control agreements with Paul J. Tobin, Fritz E. von Mering, Karen A. Walker and William D. Wessman. Each agreement provides that if, within the 24-month period following a change of control of the Company, the employment of one of the aforementioned individuals is terminated by the Company without cause or by the individual for good reason, as such terms are defined in the change of control agreement, then, in exchange for a release of claims in favor of the Company, (i) the Company will pay, as severance, such individual's base salary for twenty-four months, (ii) such individual will receive benefit continuation for twenty-four months and payment of his or her prorated target bonus, and (iii) all of such individual's unvested options shall vest upon the date of employment termination.

Option Exercises and Holdings

The following table sets forth certain information concerning each exercise of stock options during the year ended December 31, 2004 by each of the Named Executive Officers, and the number and value of unexercised options held by each of the Named Executive Officers on December 31, 2004.

AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR END OPTION VALUES

	Shares Acquired Value		Number of Securities Underlying Options at Fiscal Year End		Value of Unexercised In-the-Money Options at Fiscal Year End (\$) (1)	
Name	on Exercise	Realized (\$)	Exercisable	Unexercisable	Exercisable	Unexercisable
Paul J. Tobin		*****	106,667	40,833	165,084	14,091
E.Y. Snowden		_	337,401	119,499	641,626	7,941
Fritz E. von Mering		_	187,322	30,332	541,836	7,582
William D. Wessman		_	105,634	64,166	226,791	11,441
Karen A. Walker		_	63,332	66,833	46,161	11,441

⁽¹⁾ The per share value of unexercised in the money options is calculated by subtracting the per share option exercise price from the last per share sale price of the Company's Common Stock on the NASDAQ National Market on December 31, 2004 (\$9.24).

Employment Agreements with Named Executive Officers

On February 10, 1998, the Company entered into an employment letter agreement with E.Y. Snowden, pursuant to which Mr. Snowden was made the President and Chief Executive Officer and a director of the Company. The agreement provides that Mr. Snowden will be paid an annual base salary and an annual performance-based bonus in amounts determined each year by the Compensation Committee of the Board of Directors. The agreement also provides that (i) if Mr. Snowden's employment is terminated without cause, as defined in the employment agreement, then the Company will pay, as severance, his base salary until such time as he is otherwise employed, up to a maximum of twelve months, and (ii) all of Mr. Snowden's unvested options shall vest upon a change in control of the Company. In addition, as a result of an April 2005 amendment to this employment agreement, in the event that, within the 24-month period following a change of control of the Company, Mr. Snowden's employment is terminated by the Company without cause or by Mr. Snowden for good reason, as defined in the agreement, as amended, then (i) the Company will pay, as severance, in exchange for a release of claims in favor of the Company, Mr. Snowden's base salary for thirty months, (ii) Mr. Snowden will receive benefit continuation for thirty months and payment of his prorated target bonus, and (iii) all of Mr. Snowden's unvested options shall vest upon such date of employment termination.

In April 2005, the Company entered into change of control agreements with Paul J. Tobin, Fritz E. von Mering, Karen A. Walker and William D. Wessman. Each agreement provides that if, within the 24-month period following a change of control of the Company, the employment of one of the aforementioned individuals is terminated by the Company without cause or by the individual for good reason, as such terms are defined in the change of control agreement, then, in exchange for a release of claims in favor of the Company, (i) the Company will pay, as severance, such individual's base salary for twenty-four months, (ii) such individual will receive benefit continuation for twenty-four months and payment of his or her prorated target bonus, and (iii) all of such individual's unvested options shall vest upon the date of employment termination.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table provides information about the securities authorized for issuance under the Company's equity compensation plans as of December 31, 2004.

Document 24-12

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights		Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))	
Equity compensation plans approved by security holders	2,498,900(1)	\$	9.49	770,890(2)	
Equity compensation plans not approved by security holders (3)	682,268	\$	9.31	0	
	•	ф Ф	9.45	770,890(2)	
Total	3,181,528(1)	\$	9.45	770,890(2)	

⁽¹⁾ Includes 55,249 shares purchased by employees under the Company's 2004 Employee Stock Purchase Plan on February 28, 2005 at a price of \$6.41 per share.

In February 1998 the Board of Directors granted a non-qualified stock option for the purchase of up to 400,000 shares of the Company's common stock to E.Y. Snowden in order to induce Mr. Snowden to join the Company as Chief Executive Officer. This option was issued at an exercise price of \$7.0625 per share (the fair market value on the date of grant), and yested in five equal annual installments commencing on February 10, 1998. The option is for a term of ten years from the date of grant. As of December 31, 2004 271,500 of these shares remain unexercised.

In June 1999 the Board of Directors approved the grant of non-qualified stock options for the purchase of up to 110,000 shares of common stock (the "1999 Option Plan") in connection with the engagement of Jerrold D. Adams as Acting General Manager of the Company's Systems Division. Mr. Adams completed this engagement in March of 2000. Options have been issued at various times, each at the fair market value on the date of grant. These options were fully vested at the date of grant and are for a term of ten years from the date of grant. The 1999 Option Plan was terminated upon approval of the 2004 Stock Incentive Plan, except that all outstanding options continue to be exercisable in accordance with their terms. As of December 31, 2004 there were outstanding options for 16,000 shares at a weighted average exercise price of \$12.34 per share.

In February 2000 the Board of Directors approved a plan reserving 150,000 shares of common stock for issuance upon exercise of non-qualified options. An option for the purchase of these shares was originally granted to Andrew D. Price in order to induce Mr. Price to join the Company as Chief Operating Officer. The option was issued at an exercise price of \$7.313 per share (the fair market value on the date of grant), and vested in three equal annual installments commencing on February 1, 2001. The option was for a term of ten years from the date of grant. Upon the termination of Mr. Price's employment in November 2001, options for 50,000 shares had vested and were exercised, and the balance was cancelled. Options have been issued to other employees of the Company pursuant to the plan at the fair market value on the date of

⁽²⁾ Includes 302,102 shares available for future issuance under the Company's 2004 Employee Stock Purchase Plan, but excludes 1,931,212 shares available for issuance under the Company's 2005 Stock Incentive Plan if Proposal No. 2 is approved at the Annual Meeting.

Historically, there have been four equity compensation plans that were approved by the Board of Directors of the Company but not by the security holders.

grant. These options generally vest in three equal annual installments commencing on the first anniversary of the date of grant. As of December 31, 2004 there were outstanding options for 66,665 shares at a weighted average exercise price of \$9.47.

In April 2001 the Board of Directors approved a plan of non-qualified stock options, consisting of 500,000 shares (the "2001 Option Plan"). Options granted under the plan are for a term of ten years from the date of grant. These options generally vest in three equal annual installments commencing on the first anniversary of the date of grant. Options are issued at the fair market value on the date of grant. The 2001 Stock Option Plan was terminated upon approval of the 2004 Stock Incentive Plan, except that all outstanding options continue to be exercisable in accordance with their terms. As of December 31, 2004 there were outstanding options for 328,463 shares at a weighted average exercise price of \$10.98.

In the event of a merger, liquidation or acquisition of the Company, the Board of Directors shall provide that the outstanding options be assumed or that equivalent options be substituted for the outstanding options by the acquiring or succeeding corporation, or, if the acquiring or succeeding corporation does not agree to do so, that all of the unexercised options shall be exercisable in full prior to the merger, liquidation or acquisition or that the option holders receive a cash payment equal to the difference between the acquisition price and the exercise price.

The shares reserved for issuance under all of the foregoing stock options have been registered with the SEC on Forms S-8.

OTHER MATTERS

The Board of Directors does not know of any other matters which may come before the Annual Meeting. However, if any other matters are properly presented to the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote, or otherwise act, in accordance with their judgment on such matters.

All costs of solicitation of proxies will be borne by the Company. In addition to solicitations by mail, the Company's directors, officers and regular employees, without additional remuneration, may solicit proxies by telephone, telegraph and personal interviews. The Company has retained Georgeson Shareholder to assist with the solicitation of proxies for a fee of \$5,000, plus reimbursement of out-of-pocket expenses. Brokers, custodians and fiduciaries will be requested to forward proxy soliciting material to the owners of shares held in their names, and the Company will reimburse them for out-of-pocket expenses incurred on behalf of the Company.

Householding Annual Meeting Materials

Some banks, brokers and other nominee record holders may be participating in the practice of "householding" proxy statements and annual reports. This means that only one copy of our proxy statement or annual report may have been sent to multiple shareholders in your household. We will promptly deliver a separate copy of either document to you if you call or write us at the following address or phone number: Boston Communications Group, Inc. 55 Middlesex Turnpike, Bedford, Massachusetts 01730, 781-904-5000. If you want to receive separate copies of the annual report and proxy statement in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact your bank, broker, or other nominee record holder, or you may contact us at the above address and phone number.

Shareholder Proposals for 2006 Annual Meeting of Shareholders

Proposals of shareholders intended to be presented at the 2006 Annual Meeting of Shareholders must be received by the Company at its principal office in Bedford, Massachusetts not later than December 22, 2005 for inclusion in the proxy statement for that meeting.

If a shareholder of the Company wishes to present a proposal before the 2006 Annual Meeting of Shareholders and the Company has not received notice of such matter prior to December 22, 2005, the Company shall have discretionary authority to vote on such matter, if the Company includes a specific statement in the proxy statement or form of proxy, to the effect that it has not received such notice in a timely fashion.

By Order of the Board of Directors,

Alan J. Bouffard, Secretary

April 25, 2005

THE BOARD OF DIRECTORS HOPES THAT SHAREHOLDERS WILL ATTEND THE MEETING. WHETHER OR NOT SHAREHOLDERS PLAN TO ATTEND, SHAREHOLDERS ARE URGED TO COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY IN THE ACCOMPANYING ENVELOPE. SHAREHOLDERS WHO ATTEND THE MEETING MAY VOTE THEIR SHARES PERSONALLY EVEN THOUGH THEY HAVE SENT IN THEIR PROXIES.

Exhibit 33

UNITED STATES DISTRICT COURT **DISTRICT OF MASSACHUSETTS**

FREEDOM WIRELESS, INC., Plaintiff v.)))) CIVIL ACTION NO.) 00-12234 - EFH
BOSTON COMMUNICATIONS GROUP, INC., ET AL., Defendants.))))

ORDER

April 8, 2003

HARRINGTON, S.D.J.

Plaintiff Freedom Wireless, Inc.'s Motion to Compel Defendants Airtouch Communications, Inc., Bell Atlantic Mobile, Inc., and Cellco Partnership to Produce Advice Contradicting or Casting Doubt on Darby & Darby's Unenforceability Opinion is granted. Defendants are ordered to produce any communications between counsel and defendants relating to the filing of the lawsuit involving Gerald Frugoli, as well as all other documents that contradict or cast doubt upon the July 2001 Unenforceability Opinion of Darby & Darby, regardless of the date on which they were written. The Court's Order dated March 4, 2002 is amended to allow for production of subsequently rendered advice contradicting or casting doubt upon the unenforceability opinion.

SO ORDERED.

EDWARD'F. HARRINGTON

United States Senior District Judge

Exhibit 34

Case 1:05-cv-11165-WGY Document 24-13

NO.703 P.2 Page 2 of 79 212-988497 Filed 12/02/2005

STOCK TRADING PLAN

This Stock Trading Plan (the "Plan") is being adopted by E. Y. Snowden ("Client") to facilitate the Sale of shares of the common stock (the "Shares") of Boston Communications Group, Inc. ("Issuer").

In order to diversify his investment portfolio, Client desires to sell the Shares. To dispel any inference that Client is trading in the Shares on the basis of, while using, when in possession of, or when aware of material nonpublic information; or that the trades in the Shares evidence Client's knowledge of material nonpublic information, or information at variance with Issuer's statements to investors; Client has determined to instruct Credit Suisse First Boston Corporation ("CSFBC") to sell a predetermined amount of Shares pursuant to the formula described in Exhibit A.

- Client hereby represents, warrants and acknowledges that he: A.
- As of the date of this Plan, is not aware of any material nonpublic 1. information regarding Issuer and is not subject to any legal, regulatory or contractual restriction or undertaking that would prevent CSFBC from acting upon the instructions set forth in this Plan:
- Is entering into this Plan in good faith and not as part of any scheme to evade the prohibitions of Rule 10b5-1 adopted under the Securities Exchange Act of 1934, as amended;
- Has not entered into, and will not enter into, any corresponding or hedging transaction or position with respect to the Shares;
- Confirms, if he is subject to Rule 144, that the sale of the Shares 4. pursuant to the formula in Exhibit A will comply with Rule 144 under the Securities Act of 1933:
- Acknowledges that CSFBC may make a market in the Shares and will continue to engage in market-making activities while executing transactions on behalf of Client pursuant to the Plan;
- May not discuss with CSFBC the timing of the trading in the Shares on his/her behalf (other than to confirm these instructions and describe them if necessary); and
- May terminate this Plan at any time by notice in writing to CSFBC. If this 7. Plan is terminated and Client thereafter establishes a new plan. Client will wait thirty (30) days before making any sales under such new plan.
- CSFBC will notify Client promptly of any transactions in order that Client may make timely filings of Forms 4 and 5. Any Form 144's filed on Client's behalf shall contain a notice in substantially the following form:

'The shares covered by this	Form 144 are being so	d pursuant to a Form 10b5-
1 sales plan dated	, 2001; and the	representation herein

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Page 3 of 79

Document 24-13 Filed 12/02/2005

regarding the seller's knowledge of material nonpublic information speaks as of the adoption date of the plan."

- Sales under this Plan shall be terminated upon notice to CSFBC that Client is subject to a lockup agreement in connection with a public offering of the stock of the Issuer.
- CSFBC agrees to hold the terms of this agreement as confidential information D. and not to disclose such terms to any third party without Client's consent, except as may be otherwise required by law.
- This Plan shall be governed by and construed in accordance with the laws of E. the State of New York.

Y. Snowden

EXHIBIT A

Share Trading Formula

Please exercise those stock options listed below and sell those Shares acquired upon such exercise in accordance with the following instructions:

- Starting in the month of December, 2001 exercise 2,200 of my vested options in Issuer and sell such underlying Shares at the market price on such date but in no event at less than \$11.00 per Share.
- In each month after the exercise and sale as outlined above, exercise 2,200 of my vested options in Issuer and sell such underlying Shares at the market price on such date but in no event at less than \$11.00 per Share.
- 3. In the event the Issuer's common stock is trading at or above \$13.00 per share, sell an additional 1,100 Shares at a price no less than \$13.00 per Share each calendar month that Issuer's common stock trades at or above \$13.00 per share.
- 4. In the event the Issuer's common stock is trading at or above \$15.00 per share, sell an additional 1,100 Shares at a price no less than \$15.00 per Share each calendar month that Issuer's common stock trades at or above \$15.00 per share.
- 5. In the event the Issuer's common stock is trading at or above \$17.00 per share, sell an additional 2,200 Shares at a price no less than \$17.00 per Share each calendar month that Issuer's common stock trades at or above \$17.00 per share.
- 6. In the event the Issuer's common stock is trading at or above \$20.00 per share, sell an additional 2,200 Shares at a price no less than \$20.00 per Share each calendar month that Issuer's common stock trades at or above \$20.00 per share.
- 7. Any portion of the Shares not sold as stated above because of market conditions shall be carried forward until the first subsequent trading day or days on which it is determined that all or part of the unsold portion can be sold under the then prevailing market conditions and in accordance with the instructions above until all such carried forward Shares have been sold.
- 8 This Plan terminates upon the earlier of (1) December 31, 2003 or (2) the sale of 52,800 Shares, whichever occurs first.

JAN. 4.2002 Case 1 4.2002 2:05PM CREDIT SUISSE Case 1:05-cv-11165-WGY Document 24-13 Filed 12/02/2005

No.703 P. Page 5 of 79

The Issuer acknowledges that its Insider Trading Policy allows for the use of Rule 10b5-1, Trading Plans, has read the plan to be entered into by E. Y. Snowden dated as of 11 12 01 and does not object to it.

BOSTON COMMUNICATIONS GROUP, INC.



Rule 10b5-1 Trading Plan

The Mallory Trust ("Seller") adopts this Trading Plan dated December 16, 2002 (the "Trading Plan") with respect to the "Stock" (defined below) with UBS PaineWebber Inc. ("UBS PaineWebber") for the purpose of establishing a trading plan that complies with Rule 10b5-1(c)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Seller and UBS PaineWebber agree as follows:

- 1. <u>Specific Plan of Sale</u>. UBS PaineWebber, acting as agent, agrees to effect sales of Stock on behalf of Seller in accordance with the specific instructions set forth in Exhibit A (the "Sales Instructions"). The term "Stock" means the Class A common stock, par value \$0.01 per share, of Boston Communictaions Group ("Issuer") (symbol: BCGI), including Stock that Seller has the right to acquire under the outstanding stock options issued by Issuer listed on Exhibit D (the "Options"), and includes any class or series of common stock of Issuer into which the Stock is converted whether pursuant to a reclassification, reorganization, reincorporation or similar event.
- 2. <u>Fees/Commissions</u>. Seller shall pay UBS PaineWebber \$0.06 per share of Stock sold; with such amounts to be deducted by UBS PaineWebber from the proceeds of sales under this Trading Plan.
- 3. <u>Seller's Representations and Warranties</u>. Seller represents and warrants that:
 - (a) Seller is not aware of any material nonpublic information concerning Issuer or any securities of Issuer;
 - (b) Seller is entering into this Trading Plan in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b5-1;
 - (c) Seller has informed Issuer of this Trading Plan and has furnished Issuer with a copy, and Seller has determined that this Trading Plan is consistent with Issuer's insider trading policy;
 - (d) Seller has disclosed to UBS PaineWebber any agreements that Seller is currently party to, or within the past 60 days, has been party to, with another broker, dealer or financial institution (each, a "Financial Institution") entered into for the purpose of establishing a trading plan that complies with Rule 10b5-1;
 - (e) Seller is not subject to any legal, regulatory or contractual restriction or undertaking that would prevent UBS PaineWebber from conducting sales in accordance with this Trading Plan;
 - (f) the Stock to be sold under this Trading Plan is owned free and clear by Seller and is not subject to any liens, security interests or other encumbrances or limitations on dispositions, other than those imposed by Rule 144 or Rule 145, if applicable;
 - (g) Seller has had an opportunity to consult with Seller's own advisors as to the legal, tax, financial and other aspects of this Trading Plan, including this Trading Plan's compliance with Rule 10b5-1 and applicable state law. Seller has not received or

UBS PaineWebber

relied on any representations from UBS PaineWebber concerning this Trading Plan's compliance with Rule 10b5-1.

- 4. Agreements by Seller. Seller acknowledges and agrees to the following provisions:
 - Brokerage Account. Seller shall open a sole-purpose UBS PaineWebber brokerage account prior to the execution of sales under this Trading Plan in the name of and for the benefit of Seller (the "Plan Account").
 - (b) <u>Delivery of Stock</u>. Seller shall deliver all shares of Stock to be sold pursuant to this Trading Plan into the Plan Account prior to the commencement of any sales under this Trading Plan.
 - (c) Hedging Transactions. While this Trading Plan is in effect, Seller shall comply with the prohibition set forth in Rule 10b5-1(c)(1)(i)(C) against entering into or altering a corresponding or hedging transaction or position with respect to the Stock.
 - (d) Notice to UBS PaineWebber. Seller shall notify UBS PaineWebber to terminate or suspend sales, as appropriate, as soon as practicable upon the occurrence of any of the events contemplated in paragraph 7(a) or (b) or paragraph 8(c).
 - (e) <u>Communications</u>. Seller shall not, directly or indirectly, communicate any material nonpublic information relating to the Stock or Issuer to any employee of the UBS PaineWebber 10b5-1 Group or any UBS PaineWebber Financial Advisor.
 - (f) Compliance with Applicable Laws and Required Exchange Act Filings. Seller shall comply with all applicable laws, rules and regulations, and Seller shall make all filings required under Sections 13 and 16 of the Exchange Act in a timely
 - (g) No Influence. Seller does not have, and shall not attempt to exercise, any influence over how, when or whether to effect sales of Stock pursuant to this Trading Plan.
 - (h) Stock Non-Marginable. The Stock is not marginable and may not be used by Seller as collateral for any purpose.
 - (i) Execution, Average Pricing and Pro Rata Allocation of Sales. UBS PaineWebber may sell Stock on any national securities exchange, in the over-the-counter market, on an automated trading system or otherwise. UBS PaineWebber or one of its affiliates may make a market in the Stock and may act as principal in executing sales under the Trading Plan. To the extent that UBSPW administers other trading plans relating to Issuer's securities, UBSPW may aggregate orders for Seller with orders under other sellers' trading plans for execution in a block and allocate an average price to each seller. In the event of partial execution of block orders, UBS PaineWebber shall allocate the proceeds of all Stock actually sold on a particular day pursuant to all Rule 10b5-1 trading plans concerning Issuer's securities that UBS PaineWebber manages pro rata based on the ratio of (x) the number of shares to be sold pursuant to the order instructions of each

* UBS PaineWebber

Case 1:05-cv-11165-WGY

- Trading Plan to (y) the total number of shares to be sold under all Trading Plans having the same type of order instructions.
- (i) Exclusivity. Until this Trading Plan has been terminated, Seller shall not enter into any agreement with, give any instructions to, or adopt a plan for trading with another Financial Institution with respect to purchase or sale of the Stock or the Options for the purpose of establishing a trading plan that complies with Rule 10b5-1.
- (k) Acknowledgment of Relief from Obligation to Effect Sales. UBS PaineWebber shall be relieved of its obligation to sell Stock as otherwise required by paragraph 1 above at any time when:
 - (i) UBS PaineWebber has determined that (A) it is prohibited from doing so by a legal, contractual or regulatory restriction applicable to it or its affiliates or to Seller or Seller's affiliates; or (B) a material adverse change in the financial markets, in the market activity in the Stock or in the internal systems of UBS PaineWebber or one of its affiliates, an outbreak or escalation of hostilities or other crisis or calamity has occurred (in each case, the effect of which is such as to make it, in the sole judgment of UBS PaineWebber, impracticable for UBS PaineWebber to sell Stock); or (C) a trading suspension with respect to the Stock by the Securities and Exchange Commission or the Principal U.S. Market (defined in Exhibit A) or a delisting of the Stock or a banking moratorium has occurred; if UBS PaineWebber cannot effect a sale for any of such reasons, UBS PaineWebber shall effect such sale as promptly as practical after the cessation or termination of such cause, subject to the restrictions set forth in paragraph 1 of Exhibit A;
 - This Trading Plan is suspended in accordance with paragraph 7 below; (ii)
 - (iii) This Trading Plan is terminated in accordance with paragraph 8 below;
- 5. Rule 144 and Rule 145. With respect to sales of Stock subject to Rule 144 or Rule 145. Seller and UBS PaineWebber agree to comply with the following provisions:
 - Agreements by Seller Regarding Rule 144 and Rule 145. (a)
 - Seller agrees not to take, and agrees to cause any person or entity with (i) which Seller would be required to aggregate sales of Stock pursuant to Rule 144(a)(2) or (e) not to take, any action that would cause the sales hereunder not to meet all applicable requirements of Rule 144 or Rule 145.
 - (ii) Seller agrees to complete, execute and deliver to UBS PaineWebber Forms 144 for sales to be effected under the Trading Plan at such times and in such numbers as UBS PaineWebber shall request. Seller hereby grants UBS PaineWebber a power of attorney to complete and file on behalf of Seller any required Forms 144. The remarks section of each Form 144 filed shall include a statement to the effect that the shares covered by the Form 144 are being sold pursuant to a Rule 10b5-1 trading plan dated as of the date hereof, and the representation regarding the

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- seller's knowledge of material nonpublic information speaks as of that plan adoption date.
- Seller agrees to complete, execute and deliver to UBS PaineWebber (iii) Rule 144 Seller's Representation Letters (in the form attached as Exhibit C) for sales to be effected under the Trading Plan at such times and in such numbers as UBS PaineWebber shall request.
- Agreements by UBS PaineWebber Regarding Rule 144 and Rule 145. (b)
 - UBS PaineWebber agrees to conduct all sales pursuant to the Trading Plan (i) in accordance with the manner of sale requirement of Rule 144. UBS PaineWebber shall not effect any sales that it knows would exceed the then-applicable volume limitation under Rule 144.
 - UBS PaineWebber agrees to file such Forms 144 furnished by Seller (ii) pursuant to paragraph 5(a)(ii) on behalf of Seller as required by applicable law. UBS PaineWebber shall make one Form 144 filing at the beginning of each three-month period, commencing upon the first Sale Day under the Trading Plan.
 - UBS PaineWebber agrees to submit such Rule 144 Seller's Representation (iii) Letters furnished by Seller pursuant to paragraph 5(a)(iii) on behalf of Seller as required by Issuer's transfer agent.
 - Seller shall make and shall be solely responsible for all filings required (iv) under Sections 13(d) and 16 of the Exchange Act in connection with sales of Stock pursuant to the Trading Plan, and Seller acknowledges that UBS PaineWebber shall not make any such filings and shall have no liability to Seller in connection with or related to any such filings.
- Options. Seller and UBS PaineWebber agree to the provisions regarding the exercise of 6. Options contained in Exhibit D.
- Suspension. Sales under this Trading Plan shall be suspended as follows: 7.
 - Promptly after the date on which UBS PaineWebber receives notice from Seller (a) or Issuer of legal, contractual or regulatory restrictions applicable to Seller or Seller's affiliates that would prevent UBS PaineWebber from selling Stock under this Trading Plan (such notice merely stating that there is a restriction applicable to Seller without specifying the reasons for the restriction), including a restriction based on Seller's awareness of material nonpublic information in connection with a tender offer for Issuer's securities (transactions on the basis of which Rule 14e-3 of the Exchange Act could be violated).
 - In the event of a Qualifying Securities Offering, promptly after the date on which (b) UBS PaineWebber receives notice from Issuer or Seller of the Suspension Date until UBS PaineWebber receives notice from Issuer or Seller of the Resumption Date; provided, however, that (i) Seller certifies that Seller has no control over the Suspension Date or the Resumption Date, and (ii) if Seller is unable to make such certification then this paragraph shall result in a termination of the Trading Plan, rather than suspension.

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"Qualifying Securities Offering" means any offering of securities of Issuer for cash in which the lead underwriter, lead manager, initial purchaser, placement agent or other entity performing a similar function (each, an "Underwriter")

agent or other entity performing a similar function (each, an "Underwriter") requires Seller to agree to restrict Seller's ability to effect Sales pursuant to this Trading Plan.

"Suspension Date" means the date on which a preliminary prospectus, offering memorandum, offering circular or other disclosure document (each, a "Preliminary Offering Document") is first used to market securities of Issuer by the Underwriter, or if a Preliminary Offering Document is not used, the date on which the underwriting agreement, purchase agreement, placement agent agreement or similar agreement (each, an "Underwriting Agreement") is entered into by the Underwriter and Issuer.

"Resumption Date" means the day immediately following the expiration of the time period during which Seller was restricted from effecting Sales pursuant to this Trading Plan in accordance with the Underwriting Agreement.

(c) In the event that the UBS PaineWebber 10b5-1 Group becomes aware of material nonpublic information concerning Issuer or the Stock, UBS PaineWebber may be required by applicable law or, in its sole discretion, find it advisable, to suspend sales under this Trading Plan. In such case, UBS PaineWebber shall promptly notify Seller of the suspension of sales under this Trading Plan.

<u>Termination</u>. This Trading Plan will terminate on the earliest to occur of the following (the "Plan Sales Period"):

- (a) on December 31, 2003;
- (b) promptly after the date on which UBS PaineWebber receives notice from Seller of the termination of this Trading Plan, in which case, Seller agrees to notify the Issuer promptly of such termination;
- upon the reasonable determination by UBS PaineWebber, or promptly after the reasonable determination by Seller and notice to UBS PaineWebber, that this Trading Plan does not comply with Rule 10b5-1;
- (d) promptly after the date UBS PaineWebber is notified of the death of Seller;
- (e) immediately in the event that Seller fails to deliver any Stock pursuant to paragraph 4(b) or fails to satisfy the delivery requirements with respect to Options set forth in Exhibit D; or
- (f) the date that the aggregate number of shares of Stock sold pursuant to this Trading Plan reaches 20,000 shares.

7. Indemnification; Limitation of Liability.

- (a) Indemnification.
 - (i) Seller agrees to indemnify and hold harmless UBS PaineWebber and its directors, officers, employees and affiliates from and against all claims, losses, damages and liabilities (including, without limitation, any legal or

UBS PaineWebber

other expenses reasonably incurred in connection with defending or investigating any such action or claim) (collectively, "Losses") arising out of or attributable to (A) UBS PaineWebber's actions taken or not taken in compliance with this Trading Plan, (B) any breach by Seller of this Trading Plan (including Seller's representations and warranties hereunder), or (C) any violation by Seller of applicable laws or regulations. This indemnification shall survive termination of this Trading Plan.

(ii) UBS PaineWebber agrees to indemnify and hold harmless Seller from and against all Losses arising out of or attributable to the gross negligence or willful misconduct of UBS PaineWebber in connection with this Trading Plan.

(b) <u>Limitation of Liability</u>.

- (i) Notwithstanding any other provision hereof, UBS PaineWebber shall not be liable to Seller, and Seller shall not be liable to UBS PaineWebber, for:

 (A) special, indirect, punitive, exemplary or consequential damages, or incidental losses or damages of any kind, even if advised of the possibility of such losses or damages or if such losses or damages could have been reasonably foreseen; or (B) any failure to perform or to cease performance or any delay in performance that results from a cause or circumstance that is beyond its reasonable control, including, but not limited to, failure of electronic or mechanical equipment, strikes, failure of common carrier or utility systems, severe weather, market disruptions or other causes commonly known as "acts of God"
- (ii) Notwithstanding any other provision hereof, UBS PaineWebber shall not be liable to Seller for (A) the exercise of discretionary authority or discretionary control under this Trading Plan, if any, or (B) any failure to effect a sale required by paragraph 1, except for failures to effect sales as a result of the gross negligence or willful misconduct of UBS PaineWebber.
- 10. <u>Agreement to Arbitrate</u>. Any dispute between Seller and UBS PaineWebber arising out of, relating to or in connection with this Trading Plan or any transaction relating to this Trading Plan shall be determined only by arbitration as provided in the UBS PaineWebber brokerage account agreement referred to in paragraph 4(a).

11. Notices.

- (a) All notices to UBS PaineWebber under this Trading Plan shall be provided in writing to Sean Huss UBS PaineWebber by facsimile at fax number 212-821-5536.
- (b) All notices to Seller under this Trading Plan shall be given to Edward H. Snowden by telephone at telephone number 781-904-5010, by facsimile at fax number 781-904-5602 or by certified mail to the address below:

Boston Communications Group, Inc. 100 Sylvan Rd. Suite 100 Woburn, MA 01801

UBS PaineWebber

(c) Seller hereby instructs and authorizes UBS PaineWebber to send duplicate copies of all confirmations of trades made under this Trading Plan to the Issuer at the following address:

Leslie Apony Boston Communications Group 100 Sylvan Rd Suite 100 Woburn, MA 01801

(d) UBS PaineWebber will provide notification of all sales of Stock and exercise of Options under this Trading Plan to Seller and to Issuer by e-mail at the below addresses by 6 p.m. (ET) on the date of execution on a best efforts basis, with a final report by 12 p.m. (ET) on the following business day. Seller and Issuer agree to notify UBS PaineWebber in writing of any changes to the contact information provided.

esnowden@bcgi.net lapony@bcgi.net

- 12. <u>Amendments and Modifications</u>. This Trading Plan and the Exhibits hereto may be amended by Seller only upon the written consent of UBS PaineWebber and receipt by UBS PaineWebber of the following documents, each dated as of the date of such amendment:
 - (a) a certificate signed by Seller, certifying that the representations and warranties of Seller contained in this Trading Plan are true at and as of the date of such certificate as if made at and as of such date; and
 - (b) an issuer certificate completed by Issuer substantially in the form of Exhibit B.
- 13. <u>Inconsistency with Law</u>. If any provision of this Trading Plan is or becomes inconsistent with any applicable present or future law, rule or regulation, that provision will be deemed modified or, if necessary, rescinded in order to comply with the relevant law, rule or regulation. All other provisions of this Trading Plan will continue and remain in full force and effect.
- 14. <u>Governing Law</u>. This Trading Plan shall be governed by and construed in accordance with the internal laws of the State of New York.
- 15. <u>Entire Agreement</u>. This Trading Plan, including Exhibits, and the brokerage account agreement referred to in paragraph 4(a) above, constitute the entire agreement between the parties with respect to this Trading Plan and supercede any prior agreements or understandings with regard to this Trading Plan.
- 16. <u>Counterparts</u>. This Trading Plan may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

Title: Managing Director

UBS PaineWebber

NOTICE: THIS AGREEMENT CONTAINS A PREDISPUTE ARBITRATION CLAUSE IN PARAGRAPH 10.

IN WITNESS WHEREOF, the undersigned have signed this Trading Plan as of the date first

written above.		
ELIZABETH M. SNOWDEN		
For the Mallory Trust	٠.	
Name: Elizabeth M. Snowden Title: Co-Trustee		12/12/02_ Date:
JANE G. SNOWDEN For The Mallory Trust	• •	
Name: Jane G. Snowden Title: Co-Trustee	en de la companya de la companya de la companya de la companya de la companya de la companya de la companya de La companya de la companya de la companya de la companya de la companya de la companya de la companya de la co	13/15/03- Date:
UBS PAINE WEBBER INCORPORATED		
	•	
Name: Timothy Kelly Title: Senior Vice President	-	Date:
•	·	
Name: Larry Gore		Date:
Mante, Parry Goro		· ·



EXHIBIT A

This Exhibit A may not be amended except in accordance with the Trading Plan.

SPECIFIC INSTRUCTIONS

1. UBS PaineWebber shall enter a sell order for the specified Sale Amount (as defined below) for the account of Seller on each specified Sale Day (as defined below) at the specified Sale Price (as defined below), subject to the following restrictions:

In no event shall UBS PaineWebber sell any shares of Stock pursuant to the Trading Plan prior to January 15, 2003.

2. The "Sale Day", "Sale Amount", and "Sale Price", are specified below:

Each month, including January 2003, enter an order to sell 900 shares at a limit price of \$11. In the event the Issuer's stock is trading at or above \$13.00 during any calendar month, enter an order to sell an additional 400 shares. In the event the Issuer's stock is trading at or above \$15.00 during any calendar month, enter an order to sell an additional 400 shares. In the event the Issuer's stock is trading at or above \$17.00 during any calendar month, enter an order to sell an additional 800 shares. In the event the Issuer's stock is trading at or above \$20.00 during any calendar month, enter an order to sell an additional 800 shares.

- 3. The limit order entered pursuant to this Trading Plan will be entered as a GTC order (good until cancelled), provided, however, that no GTC orders will last for more than 365 days, at which time any GTC order that has not been filled will be cancelled and reentered.
- 4. The Sale Amount and the Sale Price shall be adjusted automatically on a proportionate basis to take into account any stock split, reverse stock split or stock dividend with respect to the Stock or any change in capitalization with respect to Issuer that occurs while the Trading Plan is in effect.
- 5. A "Trading Day" is any day during the Plan Sales Period that the NASDAQ (the "Principal U.S. Market") is open for business and the Stock trades regular way on the Principal U.S. market; provided, however, that a "Trading Day" shall mean only that day's regular trading session of the Principal U.S. Market and shall not include any extended-hours or after-hours trading sessions that the Principal U.S. Market may allow.

EXHIBIT A (Cont'd.)

Name: Elizabeth M. Snowden to The Millery Trust
Title: Co-Trustee

Name: Jane G. Snowden For the Mallory Trust-Title: Co-Trustee

12/12/02 Date: 12/15/102 Date: 1

12/16/02



EXHIBIT B

ISSUER CERTIFICATE

- 1. Boston Communictaions Group's Insider Trading Policy is consistent with and allows for the use of Rule 10b5-1 Trading Plans, and we have read the plan dated December 16, 2002 to be entered into by The Mallory Trust ("Seller") and do not object to it.
- 2. Issuer acknowledges that Seller has authorized UBS PaineWebber to serve as Seller's agent and attorney-in-fact to exercise certain Options to purchase the Stock from time to time pursuant to the Trading Plan. Issuer agrees to accept, acknowledge and effect the exercise of such Options by UBS PaineWebber and the delivery of the underlying Stock to UBS PaineWebber (free of any legend or statement restricting its transferability to a buyer) upon receipt of a completed Stock Option Exercise Form in the form attached to the Trading Plan as Exhibit E.

Name: Alan J Bouffakd

Title: Vice President & General Counsel



EXHIBIT C

This Exhibit C may not be amended except in accordance with the Trading Plan

RULE 144 LETTER

UBS PaineWebber Incorporated Attn: Sean Huss 299 Park Ave, 26th floor New York, NY 10171 Boston Communications Group General Counsel 100 Sylvan Rd Suite 100 Woburn, MA 1801

Ladies and Gentlemen:

In conjunction with my order to sell shares of common stock, par value \$0.01 per share, of Boston Communictaions Group ("Issuer") ("the Stock"), through you as broker or dealer for my account pursuant to the Rule 10b5-1 Trading Plan dated December 16, 2002 (the "Trading Plan"), under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), I advise you as follows:

- 1. During the next thirteen months following the date of this letter, I intend to sell Stock pursuant to Rule 10b5-1. I intend for UBS PaineWebber to adhere to the Trading Plan without alteration or modification during the above-stated period.
- 2. I am an affiliate of the Issuer.
- 3. The number of shares of Stock, which I have ordered you to sell as broker or dealer for my account, will conform to the Sales Instructions in Exhibit A of the Trading Plan.
- 4. I have verified that Issuer has been subject to the Securities and Exchange Commission (the "SEC") information reporting requirements pursuant to the Exchange Act for at least the preceding 90 days and has filed all required periodic reports during the 12 months preceding the first sale or during any shorter period that the SEC may require. As of the date of the Trading Plan, I did not know of any material nonpublic information concerning Issuer.
- 5. [Intentionally Omitted]
- 6. a) I have not solicited or arranged for the solicitation of any orders to buy in anticipation or in connection with my proposed sales.
 - b) I have made no payments to any other person in connection with your execution of my order.
 - c) I have not agreed to act in concert with any other person in connection with my proposed sales.
- 7. It is my bona fide intention to sell the Stock as expressly prescribed in the Trading Plan pursuant to the Plan.
- 8. I understand that the payment of the proceeds of the sales will be delayed until the shares of Stock are transferred and delivered free of restrictions to UBS PaineWebber.

UBS PaineWebber

9. All capitalized terms used in this Rule 144 Letter shall have the meanings ascribed to them in the Trading Plan.

The undersigned agrees to notify UBS PaineWebber immediately if any of the above representations become inaccurate before the sales are completed.

Very truly yours,	
Elizaboth m Snow Lee	Elizabeth M. Snowden for The
Signature of Seller	Print Name Mallory Trus
380 Inca Pkwy Boulde CO 80303 Seller's Address	
Seller's Address /	Date!
Jane Snowth	Jane G. Snowden For The
Signature of Seller	Print Name For The Mallon Trust
Seller's Address USt. marking ma	01945 12/05/02
Seller's Address U	Date:



EXHIBIT D STOCK OPTION PROVISIONS

This Exhibit D may not be amended except in accordance with the Trading Plan.

1. Options To Be Exercised Under the Trading Plan.

Number of Options	Designation Number / Grant Date	Strike Price	Expiration Date
20,000	320-98A/NQ 2-10-98	47,0620	2-10-2008
			•
-			

2. <u>Seller's Representations and Warranties.</u>

- (a) Seller represents and warrants that the Options listed above are held free and clear without liens, security interests or other encumbrances or limitations on exercise of the vested portion thereof, other than the requirement that Seller comply with the exercise provisions of such Options; and
- (b) The shares of Stock acquired through exercise of the Options shall be held free and clear by Seller without liens, security interests or other encumbrances or limitations on disposition

3. <u>Delivery</u>.

(a) Seller agrees to complete, execute and deliver to UBS PaineWebber Stock Option Exercise Notices, in the form attached hereto as Exhibit E, for the exercise of Options pursuant to the Trading Plan at such times and in such numbers as UBS PaineWebber shall request. Seller hereby authorizes UBS PaineWebber to deliver such Stock Option Exercise Notices to Issuer on Seller's behalf as necessary to effectuate such exercises and settle the sales of Stock underlying such Options under the Trading Plan. Seller agrees to make appropriate arrangements to ensure that Stock received upon the exercise of Options shall be delivered to the Plan Account promptly after Issuer's receipt of the applicable Stock Option Exercise Form.

UBS PaineWebber

(b) UBS PaineWebber shall be relieved of its obligation to exercise Options and sell Stock as otherwise required at any time when Seller has failed to deliver Stock Options Exercise Notices or underlying shares.

4. Exercise.

(a) On each day that sales are to be made under the Trading Plan, UBS PaineWebber shall exercise a sufficient number of Options to effect such sales in the manner specified below:

Exercise first those Options with the lowest exercise price.

- (b) UBS PaineWebber shall, in connection with the exercise of Options, remit to Issuer the exercise price along with such amounts as may be necessary to satisfy withholding obligations. These amounts shall be deducted from the proceeds of sale of the Stock, together with late fees, if applicable.
- (c) UBS PaineWebber shall in no event exercise any Option if, at the time of exercise; the exercise price of the Option (plus fees and commissions) is equal to or higher than the market price of the Stock.



EXHIBIT E

EMPLOYEE STOCK OPTION EXERCISE NOTICE

I. Instructions to Issuer

	o shares per
B. I hereby irrevocably authorize Issuer to (check one):	
[] (1) register the certificate(s) representing the Stock in the name of [] (Federal Tax ID #[]); and	
(2) deliver the certificate(s) to UBS PaineWebber at [], [], [] [] (Attn: Transfer Department) for deposit into my Plan Account, Account #:	
-OR-	
deliver shares to UBS PaineWebber through the Depository Trust Company (DT	C).
UBS PaineWebber DTC#:Account #:	
Name: Jane G. Snowden Date: For The Mallory Trust Title: co-Trustee	
II. Issuer's Acknowledgment of Option Exercise	
A. Boston Communictaions Group("Issuer") acknowledges receipt of a valid option exe notice from The Mallory Trust ("Optionee") covering the exercise of shares of Issuer's common stock.	
B. In consideration of UBS PaineWebber making a payment of \$ to cover of exercise (including taxes, if any) of the Optionee's option to purchase the shares f	the cost

☼ UBS PaineWebber

Issuer, Issuer agrees to promptly issue and deliver the shares registered in the name of UBS PaineWebber for the Optionee's account.

C. I	funds should be delivered (<i>che</i>	
	via check to:	(company name)
	via wire to:	(bank name)
	ABA#	(nine digits)
	Account #	(company name)
D. I	ssuer represents that the shares and that the shares will be free	s will be issued pursuant to an effective registration statement of any restrictive legend.
Nan Title	ne: Leslie Apony	Date:

Rule 10b5-1 Trading Plan

The Bradford Irrevocable Trust ("Seller") adopts this Trading Plan dated December 16, 2002 (the "Trading Plan") with respect to the "Stock" (defined below) with UBS PaineWebber Inc. ("UBS PaineWebber") for the purpose of establishing a trading plan that complies with Rule 10b5-1(c)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Seller and UBS PaineWebber agree as follows:

- 1. <u>Specific Plan of Sale</u>. UBS PaineWebber, acting as agent, agrees to effect sales of Stock on behalf of Seller in accordance with the specific instructions set forth in Exhibit A (the "Sales Instructions"). The term "Stock" means the Class A common stock, par value \$0.01 per share, of Boston Communictaions Group ("Issuer") (symbol: BCGI), including Stock that Seller has the right to acquire under the outstanding stock options issued by Issuer listed on Exhibit D (the "Options"), and includes any class or series of common stock of Issuer into which the Stock is converted whether pursuant to a reclassification, reorganization, reincorporation or similar event.
- Fees/Commissions. Seller shall pay UBS PaineWebber \$0.06 per share of Stock sold; with such amounts to be deducted by UBS PaineWebber from the proceeds of sales under this Trading Plan.
 Seller's Payrogautation of the proceeds of sales under the process of the proce
- 3. <u>Seller's Representations and Warranties</u>. Seller represents and warrants that:
 - (a) Seller is not aware of any material nonpublic information concerning Issuer or any securities of Issuer;
 - (b) Seller is entering into this Trading Plan in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b5-1;
 - (c) Seller has informed Issuer of this Trading Plan and has furnished Issuer with a copy, and Seller has determined that this Trading Plan is consistent with Issuer's insider trading policy;
 - (d) Seller has disclosed to UBS PaineWebber any agreements that Seller is currently party to, or within the past 60 days, has been party to, with another broker, dealer or financial institution (each, a "Financial Institution") entered into for the purpose of establishing a trading plan that complies with Rule 10b5-1;
 - (e) Seller is not subject to any legal, regulatory or contractual restriction or undertaking that would prevent UBS PaineWebber from conducting sales in accordance with this Trading Plan;
 - (f) the Stock to be sold under this Trading Plan is owned free and clear by Seller and is not subject to any liens, security interests or other encumbrances or limitations on dispositions, other than those imposed by Rule 144 or Rule 145, if applicable;
 - (g) Seller has had an opportunity to consult with Seller's own advisors as to the legal, tax, financial and other aspects of this Trading Plan, including this Trading Plan's compliance with Rule 10b5-1 and applicable state law. Seller has not received or

relied on any representations from UBS PaineWebber concerning this Trading Plan's compliance with Rule 10b5-1.

- 4. Agreements by Seller. Seller acknowledges and agrees to the following provisions:
 - (a) <u>Brokerage Account</u>. Seller shall open a sole-purpose UBS PaineWebber brokerage account prior to the execution of sales under this Trading Plan in the name of and for the benefit of Seller (the "Plan Account").
 - (b) <u>Delivery of Stock</u>. Seller shall deliver all shares of Stock to be sold pursuant to this Trading Plan into the Plan Account prior to the commencement of any sales under this Trading Plan.
 - (c) <u>Hedging Transactions.</u> While this Trading Plan is in effect, Seller shall comply with the prohibition set forth in Rule 10b5-1(c)(1)(i)(C) against entering into or altering a corresponding or hedging transaction or position with respect to the Stock.
 - (d) <u>Notice to UBS PaineWebber</u>. Seller shall notify UBS PaineWebber to terminate or suspend sales, as appropriate, as soon as practicable upon the occurrence of any of the events contemplated in paragraph 7(a) or (b) or paragraph 8(c).
 - (e) <u>Communications</u>. Seller shall not, directly or indirectly, communicate any material nonpublic information relating to the Stock or Issuer to any employee of Advisor.
 - (f) <u>Compliance with Applicable Laws and Required Exchange Act Filings</u>. Seller shall comply with all applicable laws, rules and regulations, and Seller shall make all filings required under Sections 13 and 16 of the Exchange Act in a timely manner.
 - (g) <u>No Influence</u>. Seller does not have, and shall not attempt to exercise, any influence over how, when or whether to effect sales of Stock pursuant to this Trading Plan.
 - (h) <u>Stock Non-Marginable</u>. The Stock is not marginable and may not be used by Seller as collateral for any purpose.
 - Execution, Average Pricing and Pro Rata Allocation of Sales. UBS PaineWebber may sell Stock on any national securities exchange, in the over-the-counter market, on an automated trading system or otherwise. UBS PaineWebber or one of its affiliates may make a market in the Stock and may act as principal in executing sales under the Trading Plan. To the extent that UBSPW administers other trading plans relating to Issuer's securities, UBSPW may aggregate orders for Seller with orders under other sellers' trading plans for execution in a block and allocate an average price to each seller. In the event of partial execution of block orders, UBS PaineWebber shall allocate the proceeds of all Stock actually sold on a particular day pursuant to all Rule 10b5-1 trading plans concerning Issuer's securities that UBS PaineWebber manages pro rata based on the ratio of (x) the number of shares to be sold pursuant to the order instructions of each

- Trading Plan to (y) the total number of shares to be sold under all Trading Plans having the same type of order instructions.
- (j) <u>Exclusivity</u>. Until this Trading Plan has been terminated, Seller shall not enter into any agreement with, give any instructions to, or adopt a plan for trading with another Financial Institution with respect to purchase or sale of the Stock or the Options for the purpose of establishing a trading plan that complies with Rule 10b5-1.
- (k) <u>Acknowledgment of Relief from Obligation to Effect Sales</u>. UBS PaineWebber shall be relieved of its obligation to sell Stock as otherwise required by paragraph 1 above at any time when:
 - UBS PaineWebber has determined that (A) it is prohibited from doing so by a legal, contractual or regulatory restriction applicable to it or its affiliates or to Seller or Seller's affiliates; or (B) a material adverse change in the financial markets, in the market activity in the Stock or in the internal systems of UBS PaineWebber or one of its affiliates, an outbreak or escalation of hostilities or other crisis or calamity has occurred (in each case, the effect of which is such as to make it, in the sole judgment of UBS PaineWebber, impracticable for UBS PaineWebber to sell Stock); or (C) a trading suspension with respect to the Stock by the Securities and Exchange Commission or the Principal U.S. Market (defined in Exhibit A) or a delisting of the Stock or a banking moratorium has occurred; if UBS PaineWebber cannot effect a sale for any of such reasons, UBS PaineWebber shall effect such sale as promptly as practical after the cessation or termination of such cause, subject to the restrictions set forth in paragraph 1 of Exhibit A;
 - (ii) This Trading Plan is suspended in accordance with paragraph 7 below;
 - (iii) This Trading Plan is terminated in accordance with paragraph 8 below;
- 5. Rule 144 and Rule 145. With respect to sales of Stock subject to Rule 144 or Rule 145, Seller and UBS PaineWebber agree to comply with the following provisions:
 - (a) Agreements by Seller Regarding Rule 144 and Rule 145.
 - (i) Seller agrees not to take, and agrees to cause any person or entity with which Seller would be required to aggregate sales of Stock pursuant to Rule 144(a)(2) or (e) not to take, any action that would cause the sales hereunder not to meet all applicable requirements of Rule 144 or Rule 145.
 - (ii) Seller agrees to complete, execute and deliver to UBS PaineWebber Forms 144 for sales to be effected under the Trading Plan at such times and in such numbers as UBS PaineWebber shall request. Seller hereby grants UBS PaineWebber a power of attorney to complete and file on behalf of Seller any required Forms 144. The remarks section of each Form 144 filed shall include a statement to the effect that the shares covered by the Form 144 are being sold pursuant to a Rule 10b5-1 trading plan dated as of the date hereof, and the representation regarding the

- seller's knowledge of material nonpublic information speaks as of that plan adoption date.
- (iii) Seller agrees to complete, execute and deliver to UBS PaineWebber Rule 144 Seller's Representation Letters (in the form attached as Exhibit C) for sales to be effected under the Trading Plan at such times and in such numbers as UBS PaineWebber shall request.
- (b) Agreements by UBS PaineWebber Regarding Rule 144 and Rule 145.
 - (i) UBS PaineWebber agrees to conduct all sales pursuant to the Trading Plan in accordance with the manner of sale requirement of Rule 144.

 UBS PaineWebber shall not effect any sales that it knows would exceed the then-applicable volume limitation under Rule 144.
 - (ii) UBS PaineWebber agrees to file such Forms 144 furnished by Seller pursuant to paragraph 5(a)(ii) on behalf of Seller as required by applicable law. UBS PaineWebber shall make one Form 144 filing at the beginning of each three-month period, commencing upon the first Sale Day under the Trading Plan.
 - (iii) UBS PaineWebber agrees to submit such Rule 144 Seller's Representation Letters furnished by Seller pursuant to paragraph 5(a)(iii) on behalf of Seller as required by Issuer's transfer agent.
 - (iv) Seller shall make and shall be solely responsible for all filings required under Sections 13(d) and 16 of the Exchange Act in connection with sales of Stock pursuant to the Trading Plan, and Seller acknowledges that UBS PaineWebber shall not make any such filings and shall have no liability to Seller in connection with or related to any such filings.
- Options. Seller and UBS PaineWebber agree to the provisions regarding the exercise of
 Suspension Seller and UBS PaineWebber agree to the provisions regarding the exercise of
- 7. <u>Suspension</u>. Sales under this Trading Plan shall be suspended as follows:
 - Promptly after the date on which UBS PaineWebber receives notice from Seller or Issuer of legal, contractual or regulatory restrictions applicable to Seller or Seller's affiliates that would prevent UBS PaineWebber from selling Stock under this Trading Plan (such notice merely stating that there is a restriction applicable to Seller without specifying the reasons for the restriction), including a restriction based on Seller's awareness of material nonpublic information in connection with a tender offer for Issuer's securities (transactions on the basis of which Rule 14e-3 of the Exchange Act could be violated).
 - (b) In the event of a Qualifying Securities Offering, promptly after the date on which UBS PaineWebber receives notice from Issuer or Seller of the Suspension Date until UBS PaineWebber receives notice from Issuer or Seller of the Resumption Date; provided, however, that (i) Seller certifies that Seller has no control over the Suspension Date or the Resumption Date, and (ii) if Seller is unable to make such certification then this paragraph shall result in a termination of the Trading Plan, rather than suspension.

"Qualifying Securities Offering" means any offering of securities of Issuer for cash in which the lead underwriter, lead manager, initial purchaser, placement agent or other entity performing a similar function (each, an "Underwriter") requires Seller to agree to restrict Seller's ability to effect Sales pursuant to this Trading Plan.

"Suspension Date" means the date on which a preliminary prospectus, offering memorandum, offering circular or other disclosure document (each, a "Preliminary Offering Document") is first used to market securities of Issuer by the Underwriter, or if a Preliminary Offering Document is not used, the date on which the underwriting agreement, purchase agreement, placement agent agreement or similar agreement (each, an "Underwriting Agreement") is entered into by the Underwriter and Issuer.

"Resumption Date" means the day immediately following the expiration of the time period during which Seller was restricted from effecting Sales pursuant to this Trading Plan in accordance with the Underwriting Agreement.

- (c) In the event that the UBS PaineWebber 10b5-1 Group becomes aware of material nonpublic information concerning Issuer or the Stock, UBS PaineWebber may be required by applicable law or, in its sole discretion, find it advisable, to suspend sales under this Trading Plan. In such case, UBS PaineWebber shall promptly notify Seller of the suspension of sales under this Trading Plan.
- 8. <u>Termination</u>. This Trading Plan will terminate on the earliest to occur of the following (the "Plan Sales Period"):
 - (a) on December 31, 2003;
 - (b) promptly after the date on which UBS PaineWebber receives notice from Seller of the termination of this Trading Plan, in which case, Seller agrees to notify the Issuer promptly of such termination;
 - (c) upon the reasonable determination by UBS PaineWebber, or promptly after the reasonable determination by Seller and notice to UBS PaineWebber, that this Trading Plan does not comply with Rule 10b5-1;
 - (d) promptly after the date UBS PaineWebber is notified of the death of Seller;
 - (e) immediately in the event that Seller fails to deliver any Stock pursuant to paragraph 4(b) or fails to satisfy the delivery requirements with respect to Options set forth in Exhibit D; or
 - (f) the date that the aggregate number of shares of Stock sold pursuant to this Trading Plan reaches 20,000 shares.
- 9. <u>Indemnification; Limitation of Liability</u>.
 - (a) Indemnification.
 - (i) Seller agrees to indemnify and hold harmless UBS PaineWebber and its directors, officers, employees and affiliates from and against all claims, losses, damages and liabilities (including, without limitation, any legal or

other expenses reasonably incurred in connection with defending or investigating any such action or claim) (collectively, "Losses") arising out of or attributable to (A) UBS PaineWebber's actions taken or not taken in compliance with this Trading Plan, (B) any breach by Seller of this Trading Plan (including Seller's representations and warranties hereunder), or (C) any violation by Seller of applicable laws or regulations. This indemnification shall survive termination of this Trading Plan.

(ii) UBS PaineWebber agrees to indemnify and hold harmless Seller from and against all Losses arising out of or attributable to the gross negligence or willful misconduct of UBS PaineWebber in connection with this Trading Plan.

(b) Limitation of Liability.

- Notwithstanding any other provision hereof, UBS PaineWebber shall not (i) be liable to Seller, and Seller shall not be liable to UBS PaineWebber, for: (A) special, indirect, punitive, exemplary or consequential damages, or incidental losses or damages of any kind, even if advised of the possibility of such losses or damages or if such losses or damages could have been reasonably foreseen; or (B) any failure to perform or to cease performance or any delay in performance that results from a cause or circumstance that is beyond its reasonable control, including, but not limited to, failure of electronic or mechanical equipment, strikes, failure of common carrier or utility systems, severe weather, market disruptions or other causes commonly known as "acts of God"
- (ii) Notwithstanding any other provision hereof, UBS PaineWebber shall not be liable to Seller for (A) the exercise of discretionary authority or discretionary control under this Trading Plan, if any, or (B) any failure to effect a sale required by paragraph 1, except for failures to effect sales as a result of the gross negligence or willful misconduct of UBS PaineWebber.
- 10. Agreement to Arbitrate. Any dispute between Seller and UBS PaineWebber arising out of, relating to or in connection with this Trading Plan or any transaction relating to this Trading Plan shall be determined only by arbitration as provided in the UBS PaineWebber brokerage account agreement referred to in paragraph 4(a).

11. Notices.

- (a) All notices to UBS PaineWebber under this Trading Plan shall be provided in writing to Sean Huss UBS PaineWebber by facsimile at fax number 212-821-5536.
- (b) All notices to Seller under this Trading Plan shall be given to Edward H. Snowden by telephone at telephone number 781-904-5010, by facsimile at fax number 781-904-5602 or by certified mail to the address below:

Boston Communications Group, Inc. 100 Sylvan Rd. Suite 100 Woburn, MA 01801

(c) Seller hereby instructs and authorizes UBS PaineWebber to send duplicate copies of all confirmations of trades made under this Trading Plan to the Issuer at the following address:

Leslie Apony Boston Communications Group 100 Sylvan Rd Suite 100 Woburn, MA 01801

(d) UBS PaineWebber will provide notification of all sales of Stock and exercise of Options under this Trading Plan to Seller and to Issuer by e-mail at the below addresses by 6 p.m. (ET) on the date of execution on a best efforts basis, with a final report by 12 p.m. (ET) on the following business day. Seller and Issuer agree to notify UBS PaineWebber in writing of any changes to the contact information provided.

esnowden@bcgi.net lapony@bcgi.net

- 12. <u>Amendments and Modifications</u>. This Trading Plan and the Exhibits hereto may be amended by Seller only upon the written consent of UBS PaineWebber and receipt by UBS PaineWebber of the following documents, each dated as of the date of such amendment:
 - (a) a certificate signed by Seller, certifying that the representations and warranties of Seller contained in this Trading Plan are true at and as of the date of such certificate as if made at and as of such date; and
 - (b) an issuer certificate completed by Issuer substantially in the form of Exhibit B.
- 13. <u>Inconsistency with Law</u>. If any provision of this Trading Plan is or becomes inconsistent with any applicable present or future law, rule or regulation, that provision will be deemed modified or, if necessary, rescinded in order to comply with the relevant law, rule or regulation. All other provisions of this Trading Plan will continue and remain in full force and effect.
- 14. <u>Governing Law</u>. This Trading Plan shall be governed by and construed in accordance with the internal laws of the State of New York.
- 15. <u>Entire Agreement</u>. This Trading Plan, including Exhibits, and the brokerage account agreement referred to in paragraph 4(a) above, constitute the entire agreement between the parties with respect to this Trading Plan and supercede any prior agreements or understandings with regard to this Trading Plan.
- 16. <u>Counterparts</u>. This Trading Plan may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

NOTICE: THIS AGREEMENT CONTAINS A PREDISPUTE ARBITRATION CLAUSE IN PARAGRAPH 10.

IN WITNESS WHEREOF, the undersigned have signed this Trading Plan as of the date first written above.

•	
ELIZABETH M. SNOWDEN For The Bradford Invertocable Trust	
Name: Elizabeth M. Snowden Title: Trustee	12/12/02 Date:
UBS PAINE WEBBER INCORPORATED	
Name: Timothy Kelly Title: Senior Vice President	Date:
Name: Larry Gore Title: Managing Director	Date:

EXHIBIT A

This Exhibit A may not be amended except in accordance with the Trading Plan.

SPECIFIC INSTRUCTIONS

1. UBS PaineWebber shall enter a sell order for the specified Sale Amount (as defined below) for the account of Seller on each specified Sale Day (as defined below) at the specified Sale Price (as defined below), subject to the following restrictions:

In no event shall UBS PaineWebber sell any shares of Stock pursuant to the Trading Plan prior to January 15, 2003.

2. The "Sale Day", "Sale Amount", and "Sale Price", are specified below:

Each month, including January 2003, enter an order to sell 900 shares at a limit price of \$11. In the event the Issuer's stock is trading at or above \$13.00 during any calendar month, enter an order to sell an additional 400 shares. In the event the Issuer's stock is trading at or above \$15.00 during any calendar month, enter an order to sell an additional 400 shares. In the event the Issuer's stock is trading at or above \$17.00 during any calendar month, enter an order to sell an additional 800 shares. In the event the Issuer's stock is trading at or above \$20.00 during any calendar month, enter an order to sell an additional 800 shares.

- 3. The limit order entered pursuant to this Trading Plan will be entered as a GTC order (good until cancelled), provided, however, that no GTC orders will last for more than 365 days, at which time any GTC order that has not been filled will be cancelled and reentered.
- 4. The Sale Amount and the Sale Price shall be adjusted automatically on a proportionate basis to take into account any stock split, reverse stock split or stock dividend with respect to the Stock or any change in capitalization with respect to Issuer that occurs while the Trading Plan is in effect.
- 5. A "Trading Day" is any day during the Plan Sales Period that the NASDAQ (the "Principal U.S. Market") is open for business and the Stock trades regular way on the Principal U.S. market; provided, however, that a "Trading Day" shall mean only that day's regular trading session of the Principal U.S. Market and shall not include any extended-hours or after-hours trading sessions that the Principal U.S. Market may allow.

EXHIBIT A (Cont'd.)

Name: Elizabeth M. Snowden

Title: Trustee for the Brackord Isravocable Trust

EXHIBIT B

ISSUER CERTIFICATE

- 1. Boston Communictaions Group's Insider Trading Policy is consistent with and allows for the use of Rule 10b5-1 Trading Plans, and we have read the plan dated December 16, 2002 to be entered into by The Bradford Irrevocable Trust ("Seller") and do not object to it.
- 2. Issuer acknowledges that Seller has authorized UBS PaineWebber to serve as Seller's agent and attorney-in-fact to exercise certain Options to purchase the Stock from time to time pursuant to the Trading Plan. Issuer agrees to accept, acknowledge and effect the exercise of such Options by UBS PaineWebber and the delivery of the underlying Stock to UBS PaineWebber (free of any legend or statement restricting its transferability to a buyer) upon receipt of a completed Stock Option Exercise Form in the form attached to the Trading Plan as Exhibit E.

Name: Alan J. Bouffard

Title: Vice President & General Counsel

B-1



EXHIBIT C

This Exhibit C may not be amended except in accordance with the Trading Plan

RULE 144 LETTER

UBS PaineWebber Incorporated Attn: Sean Huss 299 Park Ave, 26th floor New York, NY 10171

Boston Communictaions Group General Counsel 100 Sylvan Rd Suite 100 Woburn, MA 1801

Ladies and Gentlemen:

In conjunction with my order to sell shares of common stock, par value \$0.01 per share, of Boston Communictaions Group ("Issuer") ("the Stock"), through you as broker or dealer for my account pursuant to the Rule 10b5-1 Trading Plan dated December 16, 2002 (the "Trading Plan"), under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), I advise you as follows:

- 1. During the next thirteen months following the date of this letter, I intend to sell Stock pursuant to Rule 10b5-1. I intend for UBS PaineWebber to adhere to the Trading Plan without alteration or modification during the above-stated period.
- 2. I am an affiliate of the Issuer.
- 3. The number of shares of Stock, which I have ordered you to sell as broker or dealer for my account, will conform to the Sales Instructions in Exhibit A of the Trading Plan.
- 4. I have verified that Issuer has been subject to the Securities and Exchange Commission (the "SEC") information reporting requirements pursuant to the Exchange Act for at least the preceding 90 days and has filed all required periodic reports during the 12 months preceding the first sale or during any shorter period that the SEC may require. As of the date of the Trading Plan. I did not know of any material nonpublic information concerning Issuer.
- 5. [Intentionally Omitted]
- 6. a) I have not solicited or arranged for the solicitation of any orders to buy in anticipation or in connection with my proposed sales.
 - b) I have made no payments to any other person in connection with your execution of my order.
 - c) I have not agreed to act in concert with any other person in connection with my proposed
- 7. It is my bona fide intention to sell the Stock as expressly prescribed in the Trading Plan pursuant to the Plan.
- 8. I understand that the payment of the proceeds of the sales will be delayed until the shares of Stock are transferred and delivered free of restrictions to LIBS PaineWebber.

9. All capitalized terms used in this Rule 144 Letter shall have the meanings ascribed to them in the Trading Plan.

The undersigned agrees to notify UBS PaineWebber immediately if any of the above representations become inaccurate before the sales are completed.

Very truly yours,		_	1		
Elizabo	th m	Suowke) }e	Elizabeth M. Snowde	n for The Brailfor
Signature of Seller				Print Name	Irrevocable Tour
380-tnca	Phon	Boulder	LO 80303	. 12/12/02	
Seller's Address				Date:	

1.7

EXHIBIT D

STOCK OPTION PROVISIONS

This Exhibit D may not be amended except in accordance with the Trading Plan.

1. Options To Be Exercised Under the Trading Plan.

Number of Options	Designation Number / Grant Date	Strike Price	Expiration Date
20,000	320-42PMA	£7,0020	2-1U-2008
	And on A state		

2. <u>Seller's Representations and Warranties.</u>

- (a) Seller represents and warrants that the Options listed above are held free and clear without liens, security interests or other encumbrances or limitations on exercise of the vested portion thereof, other than the requirement that Seller comply with the exercise provisions of such Options; and
- (b) The shares of Stock acquired through exercise of the Options shall be held free and clear by Seller without liens, security interests or other encumbrances or limitations on disposition

3. <u>Delivery</u>.

Seller agrees to complete, execute and deliver to UBS PaineWebber Stock Option Exercise Notices, in the form attached hereto as Exhibit E, for the exercise of Options pursuant to the Trading Plan at such times and in such numbers as UBS PaineWebber shall request. Seller hereby authorizes UBS PaineWebber to deliver such Stock Option Exercise Notices to Issuer on Seller's behalf as necessary to effectuate such exercises and settle the sales of Stock underlying such Options under the Trading Plan. Seller agrees to make appropriate arrangements to ensure that Stock received upon the exercise of Options shall be delivered to the Plan Account promptly after Issuer's receipt of the applicable Stock Option Exercise Form.

(b) UBS PaineWebber shall be relieved of its obligation to exercise Options and sell Stock as otherwise required at any time when Seller has failed to deliver Stock Options Exercise Notices or underlying shares.

4. Exercise.

(a) On each day that sales are to be made under the Trading Plan, UBS PaineWebber shall exercise a sufficient number of Options to effect such sales in the manner specified below:

Exercise first those Options with the lowest exercise price.

- (b) UBS PaineWebber shall, in connection with the exercise of Options, remit to Issuer the exercise price along with such amounts as may be necessary to satisfy withholding obligations. These amounts shall be deducted from the proceeds of sale of the Stock, together with late fees, if applicable.
- (c) UBS PaineWebber shall in no event exercise any Option if, at the time of exercise, the exercise price of the Option (plus fees and commissions) is equal to or higher than the market price of the Stock.

EXHIBIT E

EMPLOYEE STOCK OPTION EXERCISE NOTICE

I. Instructions to Issuer

A.		shares per
	share.	
B.	I hereby irrevocably authorize Issuer to (check one):	
	[(1) register the certificate(s) representing the Stock in the name of [] (Federal Tax ID #[]); and	
	(2) deliver the certificate(s) to UBS PaineWebber at [], [], [] [] (Attn: Transfer Department) for deposit into my Plan Account, Account #:	
	-OR-	
	deliver shares to UBS PaineWebber through the Depository Trust Company (DTC UBS PaineWebber DTC#: Account #:)). .
	me: Elizabeth M. Snowden Date:	
	r The Bradford Irrevocable Trust le: Trustee	
	II. Issuer's Acknowledgment of Option Exercise	
A.	Boston Communictaions Group("Issuer") acknowledges receipt of a valid option exer notice from The Bradford Irrevocable Trust ("Optionee") covering the exercise of shares of Issuer's common stock.	cise
В.	In consideration of UBS PaineWebber making a payment of \$ to cover to of exercise (including taxes, if any) of the Optionee's option to purchase the shares from	

Issuer, Issuer agrees to promptly issue and deliver the shares registered in the name of UBS PaineWebber for the Optionee's account.

Ç.	runds should be delivered (chec	k one):
	via check to:	(company name)
	via wire to:	(bank name)
	ABA #	(nine digits)
	Account #	(company name)
D.	Issuer represents that the shares and that the shares will be free o	will be issued pursuant to an effective registration statement f any restrictive legend.



Rule 10b5-1 Trading Plan

The Sophie Trust ("Seller") adopts this Trading Plan dated December 16, 2002 (the "Trading Plan") with respect to the "Stock" (defined below) with UBS PaineWebber Inc. ("UBS PaineWebber") for the purpose of establishing a trading plan that complies with Rule 10b5-1(c)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Seller and UBS PaineWebber agree as follows:

- Specific Plan of Sale. UBS PaineWebber, acting as agent, agrees to effect sales of Stock 1. on behalf of Seller in accordance with the specific instructions set forth in Exhibit A (the "Sales Instructions"). The term "Stock" means the Class A common stock, par value \$0.01 per share, of Boston Communications Group ("Issuer") (symbol: BCGI), including Stock that Seller has the right to acquire under the outstanding stock options issued by Issuer listed on Exhibit D (the "Options"), and includes any class or series of common stock of Issuer into which the Stock is converted whether pursuant to a reclassification, reorganization, reincorporation or similar event.
- Fees/Commissions. Seller shall pay UBS PaineWebber \$0.06 per share of Stock sold; 2. with such amounts to be deducted by UBS PaineWebber from the proceeds of sales under this Trading Plan.
- Seller's Representations and Warranties. Seller represents and warrants that: 3.
 - Seller is not aware of any material nonpublic information concerning Issuer or (a) any securities of Issuer;
 - Seller is entering into this Trading Plan in good faith and not as part of a plan or (b) scheme to evade the prohibitions of Rule 10b5-1;
 - (c) Seller has informed Issuer of this Trading Plan and has furnished Issuer with a copy, and Seller has determined that this Trading Plan is consistent with Issuer's insider trading policy;
 - Seller has disclosed to UBS PaineWebber any agreements that Seller is currently (d) party to, or within the past 60 days, has been party to, with another broker, dealer or financial institution (each, a "Financial Institution") entered into for the purpose of establishing a trading plan that complies with Rule 10b5-1;
 - Seller is not subject to any legal, regulatory or contractual restriction or (e) undertaking that would prevent UBS PaineWebber from conducting sales in accordance with this Trading Plan;
 - the Stock to be sold under this Trading Plan is owned free and clear by Seller and (f) is not subject to any liens, security interests or other encumbrances or limitations on dispositions, other than those imposed by Rule 144 or Rule 145, if applicable;
 - Seller has had an opportunity to consult with Seller's own advisors as to the legal, (g) tax, financial and other aspects of this Trading Plan, including this Trading Plan's compliance with Rule 10b5-1 and applicable state law. Seller has not received or

relied on any representations from UBS PaineWebber concerning this Trading Plan's compliance with Rule 10b5-1.

- 4. Agreements by Seller. Seller acknowledges and agrees to the following provisions:
 - (a) <u>Brokerage Account</u>. Seller shall open a sole-purpose UBS PaineWebber brokerage account prior to the execution of sales under this Trading Plan in the name of and for the benefit of Seller (the "Plan Account").
 - (b) <u>Delivery of Stock</u>. Seller shall deliver all shares of Stock to be sold pursuant to this Trading Plan into the Plan Account prior to the commencement of any sales under this Trading Plan.
 - (c) <u>Hedging Transactions</u>. While this Trading Plan is in effect, Seller shall comply with the prohibition set forth in Rule 10b5-1(c)(1)(i)(C) against entering into or altering a corresponding or hedging transaction or position with respect to the Stock.
 - (d) <u>Notice to UBS PaineWebber</u>. Seller shall notify UBS PaineWebber to terminate or suspend sales, as appropriate, as soon as practicable upon the occurrence of any of the events contemplated in paragraph 7(a) or (b) or paragraph 8(c).
 - (e) <u>Communications</u>. Seller shall not, directly or indirectly, communicate any material nonpublic information relating to the Stock or Issuer to any employee of the UBS PaineWebber 10b5-1 Group or any UBS PaineWebber Financial Advisor.
 - (f) <u>Compliance with Applicable Laws and Required Exchange Act Filings</u>. Seller shall comply with all applicable laws, rules and regulations, and Seller shall make all filings required under Sections 13 and 16 of the Exchange Act in a timely manner.
 - (g) <u>No Influence</u>. Seller does not have, and shall not attempt to exercise, any influence over how, when or whether to effect sales of Stock pursuant to this Trading Plan.
 - (h) <u>Stock Non-Marginable</u>. The Stock is not marginable and may not be used by Seller as collateral for any purpose.
 - (i) Execution, Average Pricing and Pro Rata Allocation of Sales. UBS PaineWebber may sell Stock on any national securities exchange, in the over-the-counter market, on an automated trading system or otherwise. UBS PaineWebber or one of its affiliates may make a market in the Stock and may act as principal in executing sales under the Trading Plan. To the extent that UBSPW administers other trading plans relating to Issuer's securities, UBSPW may aggregate orders for Seller with orders under other sellers' trading plans for execution in a block and allocate an average price to each seller. In the event of partial execution of block orders, UBS PaineWebber shall allocate the proceeds of all Stock actually sold on a particular day pursuant to all Rule 10b5-1 trading plans concerning Issuer's securities that UBS PaineWebber manages pro rata based on the ratio of (x) the number of shares to be sold pursuant to the order instructions of each

- Trading Plan to (y) the total number of shares to be sold under all Trading Plans having the same type of order instructions.
- (j) <u>Exclusivity</u>. Until this Trading Plan has been terminated, Seller shall not enter into any agreement with, give any instructions to, or adopt a plan for trading with another Financial Institution with respect to purchase or sale of the Stock or the Options for the purpose of establishing a trading plan that complies with Rule 10b5-1.
- (k) <u>Acknowledgment of Relief from Obligation to Effect Sales</u>. UBS PaineWebber shall be relieved of its obligation to sell Stock as otherwise required by paragraph 1 above at any time when:
 - (i) UBS PaineWebber has determined that (A) it is prohibited from doing so by a legal, contractual or regulatory restriction applicable to it or its affiliates or to Seller or Seller's affiliates; or (B) a material adverse change in the financial markets, in the market activity in the Stock or in the internal systems of UBS PaineWebber or one of its affiliates, an outbreak or escalation of hostilities or other crisis or calamity has occurred (in each case, the effect of which is such as to make it, in the sole judgment of UBS PaineWebber, impracticable for UBS PaineWebber to sell Stock); or (C) a trading suspension with respect to the Stock by the Securities and Exchange Commission or the Principal U.S. Market (defined in Exhibit A) or a delisting of the Stock or a banking moratorium has occurred; if UBS PaineWebber cannot effect a sale for any of such reasons, UBS PaineWebber shall effect such sale as promptly as practical after the cessation or termination of such cause, subject to the restrictions set forth in paragraph 1 of Exhibit A;
 - (ii) This Trading Plan is suspended in accordance with paragraph 7 below;
 - (iii) This Trading Plan is terminated in accordance with paragraph 8 below;
- 5. <u>Rule 144 and Rule 145</u>. With respect to sales of Stock subject to Rule 144 or Rule 145, Seller and UBS PaineWebber agree to comply with the following provisions:
 - (a) Agreements by Seller Regarding Rule 144 and Rule 145.
 - (i) Seller agrees not to take, and agrees to cause any person or entity with which Seller would be required to aggregate sales of Stock pursuant to Rule 144(a)(2) or (e) not to take, any action that would cause the sales hereunder not to meet all applicable requirements of Rule 144 or Rule 145.
 - (ii) Seller agrees to complete, execute and deliver to UBS PaineWebber Forms 144 for sales to be effected under the Trading Plan at such times and in such numbers as UBS PaineWebber shall request. Seller hereby grants UBS PaineWebber a power of attorney to complete and file on behalf of Seller any required Forms 144. The remarks section of each Form 144 filed shall include a statement to the effect that the shares covered by the Form 144 are being sold pursuant to a Rule 10b5-1 trading plan dated as of the date hereof, and the representation regarding the

- seller's knowledge of material nonpublic information speaks as of that plan adoption date.
- (iii) Seller agrees to complete, execute and deliver to UBS PaineWebber Rule 144 Seller's Representation Letters (in the form attached as Exhibit C) for sales to be effected under the Trading Plan at such times and in such numbers as UBS PaineWebber shall request.
- (b) Agreements by UBS PaineWebber Regarding Rule 144 and Rule 145.
 - (i) UBS PaineWebber agrees to conduct all sales pursuant to the Trading Plan in accordance with the manner of sale requirement of Rule 144. UBS PaineWebber shall not effect any sales that it knows would exceed the then-applicable volume limitation under Rule 144.
 - (ii) UBS PaineWebber agrees to file such Forms 144 furnished by Seller pursuant to paragraph 5(a)(ii) on behalf of Seller as required by applicable law. UBS PaineWebber shall make one Form 144 filing at the beginning of each three-month period, commencing upon the first Sale Day under the Trading Plan.
 - (iii) UBS PaineWebber agrees to submit such Rule 144 Seller's Representation Letters furnished by Seller pursuant to paragraph 5(a)(iii) on behalf of Seller as required by Issuer's transfer agent.
 - (iv) Seller shall make and shall be solely responsible for all filings required under Sections 13(d) and 16 of the Exchange Act in connection with sales of Stock pursuant to the Trading Plan, and Seller acknowledges that UBS PaineWebber shall not make any such filings and shall have no liability to Seller in connection with or related to any such filings.
- 6. Options. Seller and UBS PaineWebber agree to the provisions regarding the exercise of Options contained in Exhibit D.
- 7. <u>Suspension</u>. Sales under this Trading Plan shall be suspended as follows:
 - (a) Promptly after the date on which UBS PaineWebber receives notice from Seller or Issuer of legal, contractual or regulatory restrictions applicable to Seller or Seller's affiliates that would prevent UBS PaineWebber from selling Stock under this Trading Plan (such notice merely stating that there is a restriction applicable to Seller without specifying the reasons for the restriction), including a restriction based on Seller's awareness of material nonpublic information in connection with a tender offer for Issuer's securities (transactions on the basis of which Rule 14e-3 of the Exchange Act could be violated).
 - (b) In the event of a Qualifying Securities Offering, promptly after the date on which UBS PaineWebber receives notice from Issuer or Seller of the Suspension Date until UBS PaineWebber receives notice from Issuer or Seller of the Resumption Date; provided, however, that (i) Seller certifies that Seller has no control over the Suspension Date or the Resumption Date, and (ii) if Seller is unable to make such certification then this paragraph shall result in a termination of the Trading Plan, rather than suspension.

"Qualifying Securities Offering" means any offering of securities of Issuer for cash in which the lead underwriter, lead manager, initial purchaser, placement agent or other entity performing a similar function (each, an "Underwriter") requires Seller to agree to restrict Seller's ability to effect Sales pursuant to this Trading Plan.

"Suspension Date" means the date on which a preliminary prospectus, offering memorandum, offering circular or other disclosure document (each, a "Preliminary Offering Document") is first used to market securities of Issuer by the Underwriter, or if a Preliminary Offering Document is not used, the date on which the underwriting agreement, purchase agreement, placement agent agreement or similar agreement (each, an "Underwriting Agreement") is entered into by the Underwriter and Issuer.

"Resumption Date" means the day immediately following the expiration of the time period during which Seller was restricted from effecting Sales pursuant to this Trading Plan in accordance with the Underwriting Agreement.

- (c) In the event that the UBS PaineWebber 10b5-1 Group becomes aware of material nonpublic information concerning Issuer or the Stock, UBS PaineWebber may be required by applicable law or, in its sole discretion, find it advisable, to suspend sales under this Trading Plan. In such case, UBS PaineWebber shall promptly notify Seller of the suspension of sales under this Trading Plan.
- 8. <u>Termination</u>. This Trading Plan will terminate on the earliest to occur of the following (the "Plan Sales Period"):
 - (a) on December 31, 2003;
 - (b) promptly after the date on which UBS PaineWebber receives notice from Seller of the termination of this Trading Plan, in which case, Seller agrees to notify the Issuer promptly of such termination;
 - (c) upon the reasonable determination by UBS PaineWebber, or promptly after the reasonable determination by Seller and notice to UBS PaineWebber, that this Trading Plan does not comply with Rule 10b5-1;
 - (d) promptly after the date UBS PaineWebber is notified of the death of Seller;
 - (e) immediately in the event that Seller fails to deliver any Stock pursuant to paragraph 4(b) or fails to satisfy the delivery requirements with respect to Options set forth in Exhibit D; or
 - (f) the date that the aggregate number of shares of Stock sold pursuant to this Trading Plan reaches 20,000 shares.
- 9. <u>Indemnification; Limitation of Liability</u>.
 - (a) *Indemnification*.
 - (i) Seller agrees to indemnify and hold harmless UBS PaineWebber and its directors, officers, employees and affiliates from and against all claims, losses, damages and liabilities (including, without limitation, any legal or

other expenses reasonably incurred in connection with defending or investigating any such action or claim) (collectively, "Losses") arising out of or attributable to (A) UBS PaineWebber's actions taken or not taken in compliance with this Trading Plan, (B) any breach by Seller of this Trading Plan (including Seller's representations and warranties hereunder), or (C) any violation by Seller of applicable laws or regulations. This indemnification shall survive termination of this Trading

UBS PaineWebber agrees to indemnify and hold harmless Seller from and (ii) against all Losses arising out of or attributable to the gross negligence or willful misconduct of UBS PaineWebber in connection with this Trading

(b) Limitation of Liability.

- Notwithstanding any other provision hereof, UBS PaineWebber shall not (i) be liable to Seller, and Seller shall not be liable to UBS PaineWebber, for: (A) special, indirect, punitive, exemplary or consequential damages, or incidental losses or damages of any kind, even if advised of the possibility of such losses or damages or if such losses or damages could have been reasonably foreseen; or (B) any failure to perform or to cease performance or any delay in performance that results from a cause or circumstance that is beyond its reasonable control, including, but not limited to, failure of electronic or mechanical equipment, strikes, failure of common carrier or utility systems, severe weather, market disruptions or other causes commonly known as "acts of God"
- (ii) Notwithstanding any other provision hereof, UBS PaineWebber shall not be liable to Seller for (A) the exercise of discretionary authority or discretionary control under this Trading Plan, if any, or (B) any failure to effect a sale required by paragraph 1, except for failures to effect sales as a result of the gross negligence or willful misconduct of UBS PaineWebber.

Agreement to Arbitrate. Any dispute between Seller and UBS PaineWebber arising out of, relating to or in connection with this Trading Plan or any transaction relating to this Trading Plan shall be determined only by arbitration as provided in the UBS PaineWebber brokerage account agreement referred to in paragraph 4(a).

Notices.

- All notices to UBS PaineWebber under this Trading Plan shall be provided in (a) writing to Sean Huss UBS PaineWebber by facsimile at fax number 212-821-
- All notices to Seller under this Trading Plan shall be given to Edward H. (b) Snowden by telephone at telephone number 781-904-5010, by facsimile at fax number 781-904-5602 or by certified mail to the address below:

Boston Communications Group, Inc. 100 Sylvan Rd. Suite 100 Woburn, MA 01801

(c) Seller hereby instructs and authorizes UBS PaineWebber to send duplicate copies of all confirmations of trades made under this Trading Plan to the Issuer at the following address:

> Leslie Apony Boston Communictaions Group 100 Sylvan Rd Suite 100 Woburn, MA 01801

UBS PaineWebber will provide notification of all sales of Stock and exercise of (d) Options under this Trading Plan to Seller and to Issuer by e-mail at the below addresses by 6 p.m. (ET) on the date of execution on a best efforts basis, with a final report by 12 p.m. (ET) on the following business day. Seller and Issuer agree to notify UBS PaineWebber in writing of any changes to the contact information provided.

> esnowden@bcgi.net lapony@bcgi.net

- 12. Amendments and Modifications. This Trading Plan and the Exhibits hereto may be amended by Seller only upon the written consent of UBS PaineWebber and receipt by UBS PaineWebber of the following documents, each dated as of the date of such amendment:
 - a certificate signed by Seller, certifying that the representations and warranties of (a) Seller contained in this Trading Plan are true at and as of the date of such certificate as if made at and as of such date; and
 - an issuer certificate completed by Issuer substantially in the form of Exhibit B. (b)
- Inconsistency with Law. If any provision of this Trading Plan is or becomes inconsistent 13. with any applicable present or future law, rule or regulation, that provision will be deemed modified or, if necessary, rescinded in order to comply with the relevant law, rule or regulation. All other provisions of this Trading Plan will continue and remain in full force and effect.
- 14. Governing Law. This Trading Plan shall be governed by and construed in accordance with the internal laws of the State of New York.
- 15. Entire Agreement. This Trading Plan, including Exhibits, and the brokerage account agreement referred to in paragraph 4(a) above, constitute the entire agreement between the parties with respect to this Trading Plan and supercede any prior agreements or understandings with regard to this Trading Plan.
- Counterparts. This Trading Plan may be signed in any number of counterparts, each of 16. which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

NOTICE: THIS AGREEMENT CONTAINS A PREDISPUTE ARBITRATION CLAUSE IN PARAGRAPH 10.

IN WITNESS WHEREOF, the undersigned have signed this Trading Plan as of the date first written above.

FOR The Sophie Trust	
Slizabeth M. Snowden Title: Co-Trustee	12/12/02 Date:
JANE G. SNOWDEN FOR THE SOPING Trust	
Name: Jane G Snowden Title: Co-Trustee	12-/15/02 Date:
UBS PAINE WEBBER INCORPORATED	
Name: Timothy Kelly Title: Senior Vice President	Date:
Name: Larry Gore Title: Managing Director	Date:



EXHIBIT A

This Exhibit A may not be amended except in accordance with the Trading Plan.

SPECIFIC INSTRUCTIONS

1. UBS PaineWebber shall enter a sell order for the specified Sale Amount (as defined below) for the account of Seller on each specified Sale Day (as defined below) at the specified Sale Price (as defined below), subject to the following restrictions:

In no event shall UBS PaineWebber sell any shares of Stock pursuant to the Trading Plan prior to January 15, 2003.

- 2. The "Sale Day", "Sale Amount", and "Sale Price", are specified below:
 - Each month, including January 2003, enter an order to sell 900 shares at a limit price of \$11. In the event the Issuer's stock is trading at or above \$13.00 during any calendar month, enter an order to sell an additional 400 shares. In the event the Issuer's stock is trading at or above \$15.00 during any calendar month, enter an order to sell an additional 400 shares. In the event the Issuer's stock is trading at or above \$17.00 during any calendar month, enter an order to sell an additional 800 shares. In the event the Issuer's stock is trading at or above \$20.00 during any calendar month, enter an order to sell an additional 800 shares.
- 3. The limit order entered pursuant to this Trading Plan will be entered as a GTC order (good until cancelled), provided, however, that no GTC orders will last for more than 365 days, at which time any GTC order that has not been filled will be cancelled and reentered.
- 4. The Sale Amount and the Sale Price shall be adjusted automatically on a proportionate basis to take into account any stock split, reverse stock split or stock dividend with respect to the Stock or any change in capitalization with respect to Issuer that occurs while the Trading Plan is in effect.
- 5. A "Trading Day" is any day during the Plan Sales Period that the NASDAQ (the "Principal U.S. Market") is open for business and the Stock trades regular way on the Principal U.S. market; provided, however, that a "Trading Day" shall mean only that day's regular trading session of the Principal U.S. Market and shall not include any extended-hours or after-hours trading sessions that the Principal U.S. Market may allow.

EXHIBIT A (Cont'd.)

Name: Elizabeth M. Snowden
Title: Co-Trustee for The Sopule Trust.

Name: Jane G. Snowden
Title: Co-Trustee For The Supplie Trust

EXHIBIT B

ISSUER CERTIFICATE

- 1. Boston Communictaions Group's Insider Trading Policy is consistent with and allows for the use of Rule 10b5-1 Trading Plans, and we have read the plan dated December 16, 2002 to be entered into by The Sophie Trust ("Seller") and do not object to it.
- 2. Issuer acknowledges that Seller has authorized UBS PaineWebber to serve as Seller's agent and attorney-in-fact to exercise certain Options to purchase the Stock from time to time pursuant to the Trading Plan. Issuer agrees to accept, acknowledge and effect the exercise of such Options by UBS PaineWebber and the delivery of the underlying Stock to UBS PaineWebber (free of any legend or statement restricting its transferability to a buyer) upon receipt of a completed Stock Option Exercise Form in the form attached to the Trading Plan as Exhibit E.

Title: Vice President & General Counsel



EXHIBIT C

This Exhibit C may not be amended except in accordance with the Trading Plan

RULE 144 LETTER

UBS PaineWebber Incorporated Attn: Sean Huss 299 Park Ave, 26th floor New York, NY 10171

Boston Communications Group General Counsel 100 Sylvan Rd Suite 100 Woburn, MA 1801

Ladies and Gentlemen:

In conjunction with my order to sell shares of common stock, par value \$0.01 per share, of Boston Communictaions Group ("Issuer") ("the Stock"), through you as broker or dealer for my account pursuant to the Rule 10b5-1 Trading Plan dated December 16, 2002 (the "Trading Plan"), under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), I advise you as follows:

- 1. During the next thirteen months following the date of this letter, I intend to sell Stock pursuant to Rule 10b5-1. I intend for UBS PaineWebber to adhere to the Trading Plan without alteration or modification during the above-stated period.
- 2. I am an affiliate of the Issuer.
- 3. The number of shares of Stock, which I have ordered you to sell as broker or dealer for my account, will conform to the Sales Instructions in Exhibit A of the Trading Plan.
- 4. I have verified that Issuer has been subject to the Securities and Exchange Commission (the "SEC") information reporting requirements pursuant to the Exchange Act for at least the preceding 90 days and has filed all required periodic reports during the 12 months preceding the first sale or during any shorter period that the SEC may require. As of the date of the Trading Plan, I did not know of any material nonpublic information concerning Issuer.
- 5. [Intentionally Omitted]
- 6. a) I have not solicited or arranged for the solicitation of any orders to buy in anticipation or in connection with my proposed sales.
 - b) I have made no payments to any other person in connection with your execution of my order.
 - c) I have not agreed to act in concert with any other person in connection with my proposed sales.
- 7. It is my bona fide intention to sell the Stock as expressly prescribed in the Trading Plan pursuant to the Plan.
- 8. I understand that the payment of the proceeds of the sales will be delayed until the shares of Stock are transferred and delivered free of restrictions to UBS PaineWebber.

9. All capitalized terms used in this Rule 144 Letter shall have the meanings ascribed to them in the Trading Plan.

The undersigned agrees to notify UBS PaineWebber immediately if any of the above representations become inaccurate before the sales are completed.

Very truly yours,	/		
Glizaboth W	Snowkee	Elizabeth M. Snowden for	The
Signature of Seller		Print Name Soph	nice Till
380 Inca Pkwy	Boulder 00. 80303	· · · · · · · · · · · · · · · · · · ·	
Seller's Address	:	Date:	
	* was		
Signature of Seller		Jane G. Snowden for The Print Name Sophie	و
Signature of Seller		Print Name Sophie	Trv
15 Gregory St. m	artoleheart, MA. Co	•	
Seller's Address /		Date [,]	

EXHIBIT D

STOCK OPTION PROVISIONS

This Exhibit D may not be amended except in accordance with the Trading Plan.

1. Options To Be Exercised Under the Trading Plan.

Number of Options	Designation Number / Grant Date	Strike Price	Expiration Date
201000	380-98A/NO 78	\$7,0620	2-10-2008
,			

2. Seller's Representations and Warranties.

- Seller represents and warrants that the Options listed above are held free and clear (a) without liens, security interests or other encumbrances or limitations on exercise of the vested portion thereof, other than the requirement that Seller comply with the exercise provisions of such Options; and
- The shares of Stock acquired through exercise of the Options shall be held free (b) and clear by Seller without liens, security interests or other encumbrances or limitations on disposition

3. Delivery.

Seller agrees to complete, execute and deliver to UBS PaineWebber Stock Option (a) Exercise Notices, in the form attached hereto as Exhibit E, for the exercise of Options pursuant to the Trading Plan at such times and in such numbers as UBS PaineWebber shall request. Seller hereby authorizes UBS PaineWebber to deliver such Stock Option Exercise Notices to Issuer on Seller's behalf as necessary to effectuate such exercises and settle the sales of Stock underlying such Options under the Trading Plan. Seller agrees to make appropriate arrangements to ensure that Stock received upon the exercise of Options shall be delivered to the Plan Account promptly after Issuer's receipt of the applicable Stock Option Exercise Form.

(b) UBS PaineWebber shall be relieved of its obligation to exercise Options and sell Stock as otherwise required at any time when Seller has failed to deliver Stock Options Exercise Notices or underlying shares.

4. Exercise.

(a) On each day that sales are to be made under the Trading Plan, UBS PaineWebber shall exercise a sufficient number of Options to effect such sales in the manner specified below:

Exercise first those Options with the lowest exercise price.

- (b) UBS PaineWebber shall, in connection with the exercise of Options, remit to Issuer the exercise price along with such amounts as may be necessary to satisfy withholding obligations. These amounts shall be deducted from the proceeds of sale of the Stock, together with late fees, if applicable.
- (c) UBS PaineWebber shall in no event exercise any Option if, at the time of exercise, the exercise price of the Option (plus fees and commissions) is equal to or higher than the market price of the Stock.

EXHIBIT E EMPLOYEE STOCK OPTION EXERCISE NOTICE

I. Instructions to Issuer

A. This constitutes notice under the stock option plan of Boston Communictaions ("Issuer") that I elect to exercise my option to purchase of common stock (the "Stock") at an exercise price of \$ share.	shares
B. I hereby irrevocably authorize Issuer to (check one):	
[(1) register the certificate(s) representing the Stock in the name of [] (Federal Tax ID #[]); and	
(2) deliver the certificate(s) to UBS PaineWebber at [], [], [] [] (Attn: Transfer Department) for deposit into my Plan Account, Account #:	
-OR-	
deliver shares to UBS PaineWebber through the Depository Trust Company	ny (DTC).
UBS PaineWebber DTC#:	
Name: Jane G. Snowden Por The Sophie Trust Title: co-Trustee	
II. Issuer's Acknowledgment of Option Exercise	
A. Boston Communictaions Group("Issuer") acknowledges receipt of a valid opt notice from The Sophie Trust ("Optionee") covering the exercise of shares of Issuer's common stock.	
B. In consideration of UBS PaineWebber making a payment of \$to of exercise (including taxes, if any) of the Optionee's option to purchase the s	

Issuer, Issuer agrees to promptly issue and deliver the shares registered in the name of UBS PaineWebber for the Optionee's account.

C. Funds should be delivered (check one): via check to: via wire to: ABA # Account #	(company name) (bank name) (nine digits) (company name)
D. Issuer represents that the shares will be and that the shares will be free of any re	issued pursuant to an effective registration statement estrictive legend.
Name: Leslie Apony Title:	Date:

Rule 10b5-1 Trading Plan

Edward H. Snowden ("Seller") adopts this Trading Plan dated December 16, 2002 (the "Trading Plan") with respect to the "Stock" (defined below) with UBS PaineWebber Inc. ("UBS PaineWebber") for the purpose of establishing a trading plan that complies with Rule 10b5-1(c)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Seller and UBS PaineWebber agree as follows:

- 1. Specific Plan of Sale. UBS PaineWebber, acting as agent, agrees to effect sales of Stock on behalf of Seller in accordance with the specific instructions set forth in Exhibit A (the "Sales Instructions"). The term "Stock" means the Class A common stock, par value \$0.01 per share, of Boston Communications Group ("Issuer") (symbol: BCGI), including Stock that Seller has the right to acquire under the outstanding stock options issued by Issuer listed on Exhibit D (the "Options"), and includes any class or series of common stock of Issuer into which the Stock is converted whether pursuant to a reclassification, reorganization, reincorporation or similar event.
- 2. Fees/Commissions. Seller shall pay UBS PaineWebber \$0.06 per share of Stock sold; with such amounts to be deducted by UBS PaineWebber from the proceeds of sales under this Trading Plan.
- 3. Seller's Representations and Warranties. Seller represents and warrants that:
 - (a) · Seller is not aware of any material nonpublic information concerning Issuer or any securities of Issuer:
 - (b) Seller is entering into this Trading Plan in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b5-1;
 - (c) Seller has informed Issuer of this Trading Plan and has furnished Issuer with a copy, and Seller has determined that this Trading Plan is consistent with Issuer's insider trading policy;
 - (d) Seller has disclosed to UBS PaineWebber any agreements that Seller is currently party to, or within the past 60 days, has been party to, with another broker, dealer or financial institution (each, a "Financial Institution") entered into for the purpose of establishing a trading plan that complies with Rule 10b5-1:
 - (e) Seller is not subject to any legal, regulatory or contractual restriction or undertaking that would prevent UBS PaineWebber from conducting sales in accordance with this Trading Plan:
 - (f) the Stock to be sold under this Trading Plan is owned free and clear by Seller and is not subject to any liens, security interests or other encumbrances or limitations on dispositions, other than those imposed by Rule 144 or Rule 145, if applicable;
 - (g) Seller has had an opportunity to consult with Seller's own advisors as to the legal, tax, financial and other aspects of this Trading Plan, including this Trading Plan's compliance with Rule 10b5-1 and applicable state law. Seller has not received or

Case 1:05-cv-11165-WGY

relied on any representations from UBS PaineWebber concerning this Trading Plan's compliance with Rule 10b5-1.

- 4. Agreements by Seller. Seller acknowledges and agrees to the following provisions:
 - (a) <u>Brokerage Account</u>. Seller shall open a sole-purpose UBS PaineWebber brokerage account prior to the execution of sales under this Trading Plan in the name of and for the benefit of Seller (the "Plan Account").
 - (b) <u>Delivery of Stock</u>. Seller shall deliver all shares of Stock to be sold pursuant to this Trading Plan into the Plan Account prior to the commencement of any sales under this Trading Plan.
 - (c) <u>Hedging Transactions.</u> While this Trading Plan is in effect, Seller shall comply with the prohibition set forth in Rule 10b5-1(c)(1)(i)(C) against entering into or altering a corresponding or hedging transaction or position with respect to the Stock.
 - (d) <u>Notice to UBS PaineWebber</u>. Seller shall notify UBS PaineWebber to terminate or suspend sales, as appropriate, as soon as practicable upon the occurrence of any of the events contemplated in paragraph 7(a) or (b) or paragraph 8(c).
 - (e) <u>Communications</u>. Seller shall not, directly or indirectly, communicate any material nonpublic information relating to the Stock or Issuer to any employee of the UBS PaineWebber 10b5-1 Group or any UBS PaineWebber Financial Advisor.
 - (f) <u>Compliance with Applicable Laws and Required Exchange Act Filings</u>. Seller shall comply with all applicable laws. rules and regulations, and Seller shall make all filings required under Sections 13 and 16 of the Exchange Act in a timely manner.
 - (g) <u>No Influence</u>. Seller does not have, and shall not attempt to exercise, any influence over how, when or whether to effect sales of Stock pursuant to this Trading Plan.
 - (h) <u>Stock Non-Marginable</u>. The Stock is not marginable and may not be used by Seller as collateral for any purpose.
 - (i) Execution, Average Pricing and Pro Rata Allocation of Sales. UBS PaineWebber may sell Stock on any national securities exchange, in the over-the-counter market, on an automated trading system or otherwise. UBS PaineWebber or one of its affiliates may make a market in the Stock and may act as principal in executing sales under the Trading Plan. To the extent that UBSPW administers other trading plans relating to Issuer's securities, UBSPW may aggregate orders for Seller with orders under other sellers' trading plans for execution in a block and allocate an average price to each seller. In the event of partial execution of block orders, UBS PaineWebber shall allocate the proceeds of all Stock actually sold on a particular day pursuant to all Rule 10b5-1 trading plans concerning Issuer's securities that UBS PaineWebber manages pro rata based on the ratio of (x) the number of shares to be sold pursuant to the order instructions of each

- Trading Plan to (y) the total number of shares to be sold under all Trading Plans having the same type of order instructions.
- Exclusivity. Until this Trading Plan has been terminated, Seller shall not enter into (i) any agreement with, give any instructions to, or adopt a plan for trading with another Financial Institution with respect to purchase or sale of the Stock or the Options for the purpose of establishing a trading plan that complies with Rule 10b5-1.
- (k) Acknowledgment of Relief from Obligation to Effect Sales, UBS PaineWebber shall be relieved of its obligation to sell Stock as otherwise required by paragraph 1 above at any time when:
 - (i) UBS PaineWebber has determined that (A) it is prohibited from doing so by a legal, contractual or regulatory restriction applicable to it or its affiliates or to Seller or Seller's affiliates; or (B) a material adverse change in the financial markets, in the market activity in the Stock or in the internal systems of UBS PaineWebber or one of its affiliates, an outbreak or escalation of hostilities or other crisis or calamity has occurred (in each case, the effect of which is such as to make it, in the sole judgment of UBS PaineWebber, impracticable for UBS PaineWebber to sell Stock); or (C) a trading suspension with respect to the Stock by the Securities and Exchange Commission or the Principal U.S. Market (defined in Exhibit A) or a delisting of the Stock or a banking moratorium has occurred; if UBS PaineWebber cannot effect a sale for any of such reasons, UBS PaineWebber shall effect such sale as promptly as practical after the cessation or termination of such cause, subject to the restrictions set forth in paragraph 1 of Exhibit A;
 - (ii) This Trading Plan is suspended in accordance with paragraph 7 below;
 - (iii) This Trading Plan is terminated in accordance with paragraph 8 below;
- 5. Rule 144 and Rule 145. With respect to sales of Stock subject to Rule 144 or Rule 145, Seller and UBS PaineWebber agree to comply with the following provisions:
 - Agreements by Seller Regarding Rule 144 and Rule 145. (a)
 - (i) Seller agrees not to take, and agrees to cause any person or entity with which Seller would be required to aggregate sales of Stock pursuant to Rule 144(a)(2) or (e) not to take, any action that would cause the sales hereunder not to meet all applicable requirements of Rule 144 or Rule 145.
 - (ii) Seller agrees to complete, execute and deliver to UBS PaineWebber Forms 144 for sales to be effected under the Trading Plan at such times and in such numbers as UBS PaineWebber shall request. Seller hereby grants UBS PaineWebber a power of attorney to complete and file on behalf of Seller any required Forms 144. The remarks section of each Form 144 filed shall include a statement to the effect that the shares covered by the Form 144 are being sold pursuant to a Rule 10b5-1 trading plan dated as of the date hereof, and the representation regarding the

- seller's knowledge of material nonpublic information speaks as of that plan adoption date.
- (iii) Seller agrees to complete, execute and deliver to UBS PaineWebber Rule 144 Seller's Representation Letters (in the form attached as Exhibit C) for sales to be effected under the Trading Plan at such times and in such numbers as UBS PaineWebber shall request.
- (b) Agreements by UBS PaineWebber Regarding Rule 144 and Rule 145.
 - UBS PaineWebber agrees to conduct all sales pursuant to the Trading Plan in accordance with the manner of sale requirement of Rule 144.
 UBS PaineWebber shall not effect any sales that it knows would exceed the then-applicable volume limitation under Rule 144.
 - (ii) UBS PaineWebber agrees to file such Forms 144 furnished by Seller pursuant to paragraph 5(a)(ii) on behalf of Seller as required by applicable law. UBS PaineWebber shall make one Form 144 filing at the beginning of each three-month period, commencing upon the first Sale Day under the Trading Plan.
 - (iii) UBS PaineWebber agrees to submit such Rule 144 Seller's Representation Letters furnished by Seller pursuant to paragraph 5(a)(iii) on behalf of Seller as required by Issuer's transfer agent.
 - (iv) Seller shall make and shall be solely responsible for all filings required under Sections 13(d) and 16 of the Exchange Act in connection with sales of Stock pursuant to the Trading Plan, and Seller acknowledges that UBS PaineWebber shall not make any such filings and shall have no liability to Seller in connection with or related to any such filings.
- 6. Options. Seller and UBS PaineWebber agree to the provisions regarding the exercise of Options contained in Exhibit D.
- 7. Suspension. Sales under this Trading Plan shall be suspended as follows:
 - (a) Promptly after the date on which UBS PaineWebber receives notice from Seller or Issuer of legal, contractual or regulatory restrictions applicable to Seller or Seller's affiliates that would prevent UBS PaineWebber from selling Stock under this Trading Plan (such notice merely stating that there is a restriction applicable to Seller without specifying the reasons for the restriction), including a restriction based on Seller's awareness of material nonpublic information in connection with a tender offer for Issuer's securities (transactions on the basis of which Rule 14e-3 of the Exchange Act could be violated).
 - (b) In the event of a Qualifying Securities Offering, promptly after the date on which UBS PaineWebber receives notice from Issuer or Seller of the Suspension Date until UBS PaineWebber receives notice from Issuer or Seller of the Resumption Date; provided, however, that (i) Seller certifies that Seller has no control over the Suspension Date or the Resumption Date, and (ii) if Seller is unable to make such certification then this paragraph shall result in a termination of the Trading Plan, rather than suspension.

UBS PaineWebber

"Qualifying Securities Offering" means any offering of securities of Issuer for cash in which the lead underwriter, lead manager, initial purchaser, placement agent or other entity performing a similar function (each, an "Underwriter") requires Seller to agree to restrict Seller's ability to effect Sales pursuant to this Trading Plan.

"Suspension Date" means the date on which a preliminary prospectus, offering memorandum, offering circular or other disclosure document (each, a "Preliminary Offering Document") is first used to market securities of Issuer by the Underwriter, or if a Preliminary Offering Document is not used, the date on which the underwriting agreement, purchase agreement, placement agent agreement or similar agreement (each, an "Underwriting Agreement") is entered into by the Underwriter and Issuer.

"Resumption Date" means the day immediately following the expiration of the time period during which Seller was restricted from effecting Sales pursuant to this Trading Plan in accordance with the Underwriting Agreement.

- (c) In the event that the UBS PaineWebber 10b5-1 Group becomes aware of material nonpublic information concerning Issuer or the Stock, UBS PaineWebber may be required by applicable law or, in its sole discretion, find it advisable, to suspend sales under this Trading Plan. In such case, UBS PaineWebber shall promptly notify Seller of the suspension of sales under this Trading Plan.
- 8. <u>Termination</u>. This Trading Plan will terminate on the earliest to occur of the following (the "Plan Sales Period"):
 - (a) on December 31, 2003;
 - (b) promptly after the date on which UBS PaineWebber receives notice from Seller of the termination of this Trading Plan, in which case, Seller agrees to notify the Issuer promptly of such termination;
 - (c) upon the reasonable determination by UBS PaineWebber, or promptly after the reasonable determination by Seller and notice to UBS PaineWebber, that this Trading Plan does not comply with Rule 10b5-1;
 - (d) promptly after the date UBS PaineWebber is notified of the death of Seller;
 - (e) immediately in the event that Seller fails to deliver any Stock pursuant to paragraph 4(b) or fails to satisfy the delivery requirements with respect to Options set forth in Exhibit D; or
 - (f) the date that the aggregate number of shares of Stock sold pursuant to this Trading Plan reaches 52,800 shares.
- 9. Indemnification; Limitation of Liability.
 - (a) Indemnification.
 - (i) Seller agrees to indemnify and hold harmless UBS PaineWebber and its directors, officers, employees and affiliates from and against all claims, losses, damages and liabilities (including, without limitation, any legal or

other expenses reasonably incurred in connection with defending or investigating any such action or claim) (collectively, "Losses") arising out of or attributable to (A) UBS PaineWebber's actions taken or not taken in compliance with this Trading Plan, (B) any breach by Seller of this Trading Plan (including Seller's representations and warranties hereunder), or (C) any violation by Seller of applicable laws or regulations. This indemnification shall survive termination of this Trading Plan.

(ii) UBS PaineWebber agrees to indemnify and hold harmless Seller from and against all Losses arising out of or attributable to the gross negligence or willful misconduct of UBS PaineWebber in connection with this Trading Plan.

(b) Limitation of Liability.

Case 1:05-cv-11165-WGY

- (i) Notwithstanding any other provision hereof, UBS PaineWebber shall not be liable to Seller, and Seller shall not be liable to UBS PaineWebber, for:

 (A) special, indirect, punitive, exemplary or consequential damages, or incidental losses or damages of any kind, even if advised of the possibility of such losses or damages or if such losses or damages could have been reasonably foreseen; or (B) any failure to perform or to cease performance or any delay in performance that results from a cause or circumstance that is beyond its reasonable control, including, but not limited to, failure of electronic or mechanical equipment, strikes, failure of common carrier or utility systems, severe weather, market disruptions or other causes commonly known as "acts of God"
- (ii) Notwithstanding any other provision hereof, UBS PaineWebber shall not be liable to Seller for (A) the exercise of discretionary authority or discretionary control under this Trading Plan, if any, or (B) any failure to effect a sale required by paragraph 1, except for failures to effect sales as a result of the gross negligence or willful misconduct of UBS PaineWebber.
- 10. <u>Agreement to Arbitrate</u>. Any dispute between Seller and UBS PaineWebber arising out of, relating to or in connection with this Trading Plan or any transaction relating to this Trading Plan shall be determined only by arbitration as provided in the UBS PaineWebber brokerage account agreement referred to in paragraph 4(a).

11. Notices.

- (a) All notices to UBS PaineWebber under this Trading Plan shall be provided in writing to Sean Huss UBS PaineWebber by facsimile at fax number 212-821-5536.
- (b) All notices to Seller under this Trading Plan shall be given to Edward H. Snowden by telephone at telephone number 781-904-5010, by facsimile at fax number 781-904-5602 or by certified mail to the address below:

Boston Communications Group, Inc. 100 Sylvan Rd. Suite 100 Woburn, MA 01801

UBS PaineWebber

Case 1:05-cv-11165-WGY

(c) Seller hereby instructs and authorizes UBS PaineWebber to send duplicate copies of all confirmations of trades made under this Trading Plan to the Issuer at the following address:

Leslie Apony Boston Communictaions Group 100 Sylvan Rd Suite 100 Woburn, MA 01801

(d) UBS PaineWebber will provide notification of all sales of Stock and exercise of Options under this Trading Plan to Seller and to Issuer by e-mail at the below addresses by 6 p.m. (ET) on the date of execution on a best efforts basis, with a final report by 12 p.m. (ET) on the following business day. Seller and Issuer agree to notify UBS PaineWebber in writing of any changes to the contact information provided.

esnowden@bcgi.net lapony@bcgi.net

- 12. <u>Amendments and Modifications</u>. This Trading Plan and the Exhibits hereto may be amended by Seller only upon the written consent of UBS PaineWebber and receipt by UBS PaineWebber of the following documents, each dated as of the date of such amendment:
 - (a) a certificate signed by Seller, certifying that the representations and warranties of Seller contained in this Trading Plan are true at and as of the date of such certificate as if made at and as of such date; and
 - (b) an issuer certificate completed by Issuer substantially in the form of Exhibit B.
- 13. <u>Inconsistency with Law</u>. If any provision of this Trading Plan is or becomes inconsistent with any applicable present or future law, rule or regulation, that provision will be deemed modified or, if necessary, rescinded in order to comply with the relevant law, rule or regulation. All other provisions of this Trading Plan will continue and remain in full force and effect.
- 14. <u>Governing Law</u>. This Trading Plan shall be governed by and construed in accordance with the internal laws of the State of New York.
- 15. <u>Entire Agreement</u>. This Trading Plan, including Exhibits, and the brokerage account agreement referred to in paragraph 4(a) above, constitute the entire agreement between the parties with respect to this Trading Plan and supercede any prior agreements or understandings with regard to this Trading Plan.
- 16. <u>Counterparts</u>. This Trading Plan may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

NOTICE: THIS AGREEMENT CONTAINS A PREDISPUTE ARBITRATION CLAUSE IN PARAGRAPH 10.

IN WITNESS WHEREOF, the undersigned have signed this Trading Plan as of the date first written above.

EDWARD H. SNOWDEN

Title: Managing Director

Name: Edward H. Snowden Title: CEO & President	12-16-02 Date:
UBS PAINEWEBBER INCORPORATED	
Name: Timothy Kelly Title: Senior Vice President	Date
Name: Larry Gore	Date



EXHIBIT A

This Exhibit A may not be amended except in accordance with the Trading Plan.

SPECIFIC INSTRUCTIONS

1. UBS PaineWebber shall enter a sell order for the specified Sale Amount (as defined below) for the account of Seller on each specified Sale Day (as defined below) at the specified Sale Price (as defined below), subject to the following restrictions:

In no event shall UBS PaineWebber sell any shares of Stock pursuant to the Trading Plan prior to January 15, 2003.

- 2. The "Sale Day", "Sale Amount", and "Sale Price", are specified below:
 - Each month, including January 2003, enter an order to sell 2,200 shares at a limit price of \$11. In the event the Issuer's stock is trading at or above \$13.00 during any calendar month, enter an order to sell an additional 1,100 shares. In the event the Issuer's stock is trading at or above \$15.00 during any calendar month, enter an order to sell an additional 1,100 shares. In the event the Issuer's stock is trading at or above \$17.00 during any calendar month, enter an order to sell an additional 2,200 shares. In the event the Issuer's stock is trading at or above \$20.00 during any calendar month, enter an order to sell an additional 2,200 shares.
- 3. The limit order entered pursuant to this Trading Plan will be entered as a GTC order (good until cancelled), *provided*, *however*, that no GTC orders will last for more than 365 days, at which time any GTC order that has not been filled will be cancelled and reentered.
- 4. The Sale Amount and the Sale Price shall be adjusted automatically on a proportionate basis to take into account any stock split, reverse stock split or stock dividend with respect to the Stock or any change in capitalization with respect to Issuer that occurs while the Trading Plan is in effect.
- 5. A "Trading Day" is any day during the Plan Sales Period that the NASDAQ (the "Principal U.S. Market") is open for business and the Stock trades regular way on the Principal U.S. market; provided, however, that a "Trading Day" shall mean only that day's regular trading session of the Principal U.S. Market and shall not include any extended-hours or after-hours trading sessions that the Principal U.S. Market may allow.

Name: Edward H. Šnowden

Title: CEO & President

Date

EXHIBIT B

Filed 12/02/2005

ISSUER CERTIFICATE

- 1. Boston Communictaions Group's Insider Trading Policy is consistent with and allows for the use of Rule 10b5-1 Trading Plans, and we have read the plan dated December 16, 2002 to be entered into by Edward H. Snowden ("Seller") and do not object to it.
- 2. Issuer acknowledges that Seller has authorized UBS PaineWebber to serve as Seller's agent and attorney-in-fact to exercise certain Options to purchase the Stock from time to time pursuant to the Trading Plan. Issuer agrees to accept, acknowledge and effect the exercise of such Options by UBS PaineWebber and the delivery of the underlying Stock to UBS PaineWebber (free of any legend or statement restricting its transferability to a buyer) upon receipt of a completed Stock Option Exercise Form in the form attached to the Trading Plan as Exhibit E.

Title: Vice President & General Counsel

Case 1:05-cv-11165-WGY

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EXHIBIT C

Filed 12/02/2005

This Exhibit C may not be amended except in accordance with the Trading Plan

RULE 144 LETTER

UBS PaineWebber Incorporated Attn: Sean Huss 299 Park Ave, 26th floor New York, NY 10171

Boston Communictaions Group General Counsel 100 Sylvan Rd Suite 100 Woburn, MA 1801

Ladies and Gentlemen:

In conjunction with my order to sell shares of common stock, par value \$0.01 per share, of Boston Communictaions Group ("Issuer") ("the Stock"), through you as broker or dealer for my account pursuant to the Rule 10b5-1 Trading Plan dated December 16, 2002 (the "Trading Plan"), under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), I advise you as follows:

- 1. During the next thirteen months following the date of this letter, I intend to sell Stock pursuant to Rule 10b5-1. I intend for UBS PaineWebber to adhere to the Trading Plan without alteration or modification during the above-stated period.
- 2. I am an affiliate of the Issuer.
- 3. The number of shares of Stock, which I have ordered you to sell as broker or dealer for my account, will conform to the Sales Instructions in Exhibit A of the Trading Plan.
- 4. I have verified that Issuer has been subject to the Securities and Exchange Commission (the "SEC") information reporting requirements pursuant to the Exchange Act for at least the preceding 90 days and has filed all required periodic reports during the 12 months preceding the first sale or during any shorter period that the SEC may require. As of the date of the Trading Plan, I did not know of any material nonpublic information concerning Issuer.
- 5. [Intentionally Omitted]
- 6. a) I have not solicited or arranged for the solicitation of any orders to buy in anticipation or in connection with my proposed sales.
 - b) I have made no payments to any other person in connection with your execution of my order.
 - c) I have not agreed to act in concert with any other person in connection with my proposed sales.
- 7. It is my bona fide intention to sell the Stock as expressly prescribed in the Trading Plan pursuant to the Plan.
- 8. I understand that the payment of the proceeds of the sales will be delayed until the shares of Stock are transferred and delivered free of restrictions to UBS PaineWebber.

l'PaineWebber

All capitalized terms used in this Rule 144 Letter shall have the meanings ascribed to them in he Trading Plan.

undersigned agrees to notify UBS PaineWebber immediately if any of the above esentations become inaccurate before the sales are completed.

/ truly yours,

Edward H. Snowden

Print Name

Sylvan Rd. Suite 100 Woburn, MA 1801

er's Address

Date:

EXHIBIT D

STOCK OPTION PROVISIONS

This Exhibit D may not be amended except in accordance with the Trading Plan.

1. Options To Be Exercised Under the Trading Plan.

Number of Options	Designation Number / Grant Date	Strike Price	Expiration Date
52,800	380-98A/NQ 2/1942	\$7,0620	2/10/2008

2. Seller's Representations and Warranties.

- (a) Seller represents and warrants that the Options listed above are held free and clear without liens, security interests or other encumbrances or limitations on exercise of the vested portion thereof, other than the requirement that Seller comply with the exercise provisions of such Options; and
- (b) The shares of Stock acquired through exercise of the Options shall be held free and clear by Seller without liens, security interests or other encumbrances or limitations on disposition

Delivery.

(a) Seller agrees to complete, execute and deliver to UBS PaineWebber Stock Option Exercise Notices, in the form attached hereto as Exhibit E, for the exercise of Options pursuant to the Trading Plan at such times and in such numbers as UBS PaineWebber shall request. Seller hereby authorizes UBS PaineWebber to deliver such Stock Option Exercise Notices to Issuer on Seller's behalf as necessary to effectuate such exercises and settle the sales of Stock underlying such Options under the Trading Plan. Seller agrees to make appropriate arrangements to ensure that Stock received upon the exercise of Options shall be delivered to the Plan Account promptly after Issuer's receipt of the applicable Stock Option Exercise Form.

UBS PaineWebber

(b) UBS PaineWebber shall be relieved of its obligation to exercise Options and sell Stock as otherwise required at any time when Seller has failed to deliver Stock Options Exercise Notices or underlying shares.

4. Exercise.

(a) On each day that sales are to be made under the Trading Plan, UBS PaineWebber shall exercise a sufficient number of Options to effect such sales in the manner specified below:

Exercise first those Options with the lowest exercise price.

- (b) UBS PaineWebber shall, in connection with the exercise of Options, remit to Issuer the exercise price along with such amounts as may be necessary to satisfy withholding obligations. These amounts shall be deducted from the proceeds of sale of the Stock, together with late fees, if applicable.
- (c) UBS PaineWebber shall in no event exercise any Option if, at the time of exercise, the exercise price of the Option (plus fees and commissions) is equal to or higher than the market price of the Stock.

EXHIBIT E

EMPLOYEE STOCK OPTION EXERCISE NOTICE

I. Instructions to Issuer

A.	This constitutes notice under the stock option plan of Boston Communictaions Gro	
	("Issuer") that I elect to exercise my option to purchase of common stock (the "Stock") at an exercise price of \$share.	_ shares _ per
В.	I hereby irrevocably authorize Issuer to (check one):	
	(1) register the certificate(s) representing the Stock in the name of [] (Federal Tax ID #[]); and	
	(2) deliver the certificate(s) to UBS PaineWebber at [], [], [] [] (Attn: Transfer Department) for deposit into my Plan Account, Account #:	,a- ,
	-OR-	-
	deliver shares to UBS PaineWebber through the Depository Trust Company (D UBS PaineWebber DTC#: Account #:	TC).
	ame: Edward H. Snowden Date: tle: CEO & President	
	II. Issuer's Acknowledgment of Option Exercise	
A.	Boston Communictaions Group("Issuer") acknowledges receipt of a valid option en notice from Edward H. Snowden ("Optionee") covering the exercise ofshares of Issuer's common stock.	
В.	In consideration of UBS PaineWebber making a payment of \$ to cove of exercise (including taxes, if any) of the Optionee's option to purchase the shares	

Issuer, Issuer agrees to promptly issue and deliver the shares registered in the name of UBS PaineWebber for the Optionee's account.

C. Funds should be delivered (check one):
via check to:	(company name)
via wire to:	(bank name)
ABA#	(nine digits)
Account #	(company name)
D. Issuer represents that the shares will b and that the shares will be free of any	e issued pursuant to an effective registration statement restrictive legend.
Name: Leslie Apony Title:	Date:



This Stock Trading Plan (the "Plan") is being adopted by Karen A. Walker ("Client") to facilitate the sale of shares of the common stock (the "Shares") of Boston Communications Group, Inc. ("Issuer").

In order to diversify her investment portfolio, Client desires to sell the Shares. To dispel any inference that Client is trading in the Shares on the basis of, while using, when in possession of, or when aware of material nonpublic information; or that the trades in the Shares evidence Client's knowledge of material nonpublic information, or information at variance with Issuer's statements to investors; Client has determined to instruct Credit Suisse First Boston Corporation ("CSFBC") to sell a pre-determined amount of Shares pursuant to the formula described in Exhibit A.

- A. Client hereby represents, warrants and acknowledges that she:
- 1. As of the date of this Plan, is not aware of any material nonpublic information regarding Issuer and is not subject to any legal, regulatory or contractual restriction or undertaking that would prevent CSFBC from acting upon the instructions set forth in this Plan;
- 2. Is entering into this Plan in good faith and not as part of any scheme to evade the prohibitions of Rule 10b5-1 adopted under the Securities Exchange Act of 1934, as amended;
- 3. Has not entered into, and will not enter into, any corresponding or hedging transaction or position with respect to the Shares;
- 4. Confirms, if she is subject to Rule 144, that the sale of the Shares pursuant to the formula in Exhibit A will comply with Rule 144 under the Securities Act of 1933;
- 5. Acknowledges that CSFBC may make a market in the Shares and will continue to engage in market-making activities while executing transactions on behalf of Client pursuant to the Plan;
- 6. May not discuss with CSFBC the timing of the trading in the Shares on his/her behalf (other than to confirm these instructions and describe them if necessary); and
- 7. May terminate this Plan at any time by notice in writing to CSFBC. If this Plan is terminated and Client thereafter establishes a new plan, Client will wait thirty (30) days before making any sales under such new plan.
- B. CSFBC will notify Client promptly of any transactions in order that Client may make timely filings of Forms 4 and 5. Any Form 144's filed on Client's behalf shall contain a notice in substantially the following form:

"The shares covered by this Form 144 are being sold pursuant to a Form 10b5-1 sales plan dated 11/12-01, 2001; and the representation herein regarding the seller's knowledge of material nonpublic information speaks as of the adoption date of the plan."

- C. Sales under this Plan shall be terminated upon notice to CSFBC that Client is subject to a lockup agreement in connection with a public offering of the stock of the Issuer.
- D. CSFBC agrees to hold the terms of this agreement as confidential information and not to disclose such terms to any third party without Client's consent, except as may be otherwise required by law.
- E. This Plan shall be governed by and construed in accordance with the laws of the State of New York.

Karen Walker

EXHIBIT A

Share Trading Formula

Please exercise those stock options listed below and sell those Shares acquired upon such exercise in accordance with the following instructions:

Starting in the month of December, 2001:

Shares to be sold				Selling	Min.
under Plan	1	C	Cost	Parameters	Price
ISO	7,600	\$	8.625	Sell 1,900 over four months if price exceeds	12 5010 12 5010 ₁
NQ	10,000	\$	6.000	Sell 2,500 each month if price exceeds	12500
ISO	12,000	\$	4.875	Sell 2,500 each month if price exceeds	145010
ISO	8,000	\$	4.875	Sell 4,000 each month if price exceeds	15
ESPP	1,837	\$	5.711	Sell all if price exceeds	1250ld
ABrown	1,500	\$	5.500	Sell all if price exceeds	1250 d
	40 937				

Any portion of the Shares not sold as stated above because of market conditions shall be carried forward until the first subsequent trading day or days on which it is determined that all or part of the unsold portion can be sold under the then prevailing market conditions and in accordance with the instructions above until all such carried forward Shares have been sold.

This Plan terminates upon the earlier of (1) December 31, 2002 or (2) the sale of 40,937 Shares, whichever occurs first.

The Issuer acknowledges that its Insider Trading Policy allows for the use of Rule 10b5-1 Trading Plans, has read the plan to be entered into by Karen A. Walker dated as of 11 12 61 and does not object to it.

BOSTON COMMUNICATIONS GROUP, INC.

Signature

E.Y. Snowden

Name

Presidents CEO

November 12, 2001

Date

STOCK TRADING PLAN

This Stock Trading Plan (the "Plan") is being adopted by Karen A. Walker ("Client") to facilitate the sale of shares of the common stock (the "Shares") of Boston Communications Group, Inc. ("Issuer").

In order to diversify her investment portfolio, Client desires to sell the Shares. To dispel any inference that Client is trading in the Shares on the basis of, while using, when in possession of, or when aware of material nonpublic information; or that the trades in the Shares evidence Client's knowledge of material nonpublic information, or information at variance with Issuer's statements to investors; Client has determined to instruct Credit Suisse First Boston Corporation ("CSFBC") to sell a predetermined amount of Shares pursuant to the formula described in Exhibit A.

- A. Client hereby represents, warrants and acknowledges that she:
- 1. As of the date of this Plan, is not aware of any material nonpublic information regarding Issuer and is not subject to any legal, regulatory or contractual restriction or undertaking that would prevent CSFBC from acting upon the instructions set forth in this Plan;
- Is entering into this Plan in good faith and not as part of any scheme to evade the prohibitions of Rule 10b5-1 adopted under the Securities Exchange Act of 1934, as amended;
- Has not entered into, and will not enter into, any corresponding or hedging transaction or position with respect to the Shares;
- 4. Confirms, if she is subject to Rule 144, that the sale of the Shares pursuant to the formula in Exhibit A will comply with Rule 144 under the Securities Act
- Acknowledges that CSFBC may make a market in the Shares and will continue to engage in market-making activities while executing transactions on behalf of Client pursuant to the Plan;
- May not discuss with CSFBC the timing of the trading in the Shares on his/her behalf (other than to confirm these instructions and describe them if necessary); and
- May terminate this Plan at any time by notice in writing to CSFBC. If this Plan is terminated and Client thereafter establishes a new plan, Client will wait thirty (30) days before making any sales under such new plan.
- CSFBC will notify Client promptly of any transactions in order that Client may make timely filings of Forms 4 and 5. Any Form 144's filed on Client's behalf shall contain a notice in substantially the following form:

"The shares several to the) /
The shares covered by this Form	144 are being sold pursuant to a Form 10b5-
1 sales plan dated	2000- 119 dota parsuant to a FORM 1005-
- promised	, 2002; and the representation herein

Karen Walker

Share Trading Formula

Exhibit A

This 10b5-1 Selling Plan deals with Boston Communications Group (BCGI) shares.

Sell the following amount of shares at any time between January 1, 2003 and December 31, 2004.

- Sell 23,739 shares at no less than \$12.95 per share. I
- Sell 5,000 shares at no less than \$13.95 per share. b 2.
- 3. Sell 8,334 shares at no less than \$14.95 per share.
- Sell 6,667 shares at no less than \$15.95 per share. 4.
- Sell 6,400 shares at no less than \$16.95 per share.
- Sell 8,018 shares at no less than \$17.95 per share.
- 7. Sell 5,316 shares at no less than \$19.95 per share.

This plan terminates upon the earlier of (1.) December 31, 2004 or (2.) the sale of 63,474 shares.

In no event shall CSFB sell more than the maximum allowable amount of Shares pursuant to Rule 144 in any three month period during which this Plan is in erroot.

1 9 03 4,903 $2003 9 2003$ 8018 4 $117 03$ $1 13 03$ 2050 3600 $3 20 2003$ $1 30 03$ 2000 300 $3 20 2003$ $2 6 03$ 10247 1667 $3 21 2003$						
	1/3/03	4,903 2050 2000	200 4600 3334 5000 1667	3 19 2003 3 20 2003 3 20 2003 3 21 2003	• •	
		- · V ·				

I would like CSFB to sell my shares in the following order.

,	Total Shares	Price	Strike Price
$\sqrt{1}$.	-23,739 (Common Stock)	\$12.95	NA
14.	5,000	\$13.95	\$ 4.875
B .	5,000 200 319 2003	\$14.95	\$ 4.875
√4.	3,334	\$14.95	\$ 6.438
√ 5.	5,000	\$15.95	\$ 8.625
V 6.	1,667 paly used -	\$15.95	\$ 7.750
/ 7.	6,400 2,600 7,580 3,500	\$16.95	\$ 8.625
V 8.	8,018	\$17.95	\$13.00
9,	5,316	\$19.95	\$13.00

The Issuer acknowledges that its Insider Trading Policy allows for the use of Rule 10b5-1 Trading Plans, has read the plan to be entered into by Karen A. Walker dated as of Dec. 10 zcor2 and does not object to it.

BOSTON COMMUNICATIONS GROUP, INC.

4